

ASML HOLDING NV
Form F-4
November 21, 2012
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As filed with the Securities and Exchange Commission on November 21, 2012.

Registration No. 333-[]

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-4
REGISTRATION STATEMENT

Under

The Securities Act of 1933

ASML HOLDING N.V.

(Exact name of registrant as specified in its charter)

N/A

(Translation of registrant name into English)

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The Netherlands (State or other jurisdiction of incorporation or organization)	025566 (Primary Standard Industrial Classification Code Number) De Run 6501	N/A (I.R.S. Employer Identification Number)
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5504 DR Veldhoven

The Netherlands

+31 40 268 3000

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

ASML US Inc.

8555 South River Parkway

Tempe, Arizona 85284, USA

+1 480 383 4005

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications to:

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Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square

New York, New York 10036-6522
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Approximate date of commencement of proposed sale of the securities to the public: As promptly as practicable after the effective date of this registration statement.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) 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 this Form is a post-effective amendment filed pursuant to Rule 462(d) 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 applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)	Amount to be Registered(2)	Proposed	Proposed	Amount of Registration Fee
		Maximum Offering Price per Unit	Maximum Aggregate Offering Price(3)	
ASML ordinary shares, nominal value EUR 0.09 per share	37,829,005	N/A	\$2,000,313,055	\$272,843

- (1) This registration statement relates to ordinary shares, nominal value EUR 0.09 per share (referred to as the ASML ordinary shares), of ASML Holding N.V., a Netherlands public limited liability company (*naamloze vennootschap*), to be issued to holders of common stock, par value \$0.001 per share, of Cymer, Inc., a Nevada corporation, pursuant to the Agreement and Plan of Merger, dated as of October 16, 2012, by and among ASML Holding N.V., Kona Acquisition Company, Inc., a Nevada corporation and a wholly owned subsidiary of ASML US Inc., and Cymer, Inc. and, solely for the purposes set forth therein, ASML US Inc., a Delaware corporation and an indirect wholly owned subsidiary of ASML Holding N.V., and Kona Technologies, LLC, a Nevada limited liability company and a wholly owned subsidiary of ASML US Inc.
- (2) Represents the proposed maximum number of ASML ordinary shares expected to be offered and sold in the U.S. registered offering, based on an exchange ratio of 1.1502 ASML ordinary shares for each share of Cymer common stock estimated to be outstanding immediately prior to completion of the merger.
- (3) Estimated solely for the purpose of calculating the registration fee. The registration fee is required by Section 6(b) of the Securities Act of 1933, as amended (referred to as the Securities Act) and computed pursuant to Rules 457(f) and 457(c) under the Securities Act. Pursuant to Rule 457(f) under the Securities Act, the proposed maximum aggregate offering price of the ASML ordinary shares is equal to \$2,000,313,055, which was determined by multiplying (a) \$80.82, the average of high and low prices of the Cymer common stock as reported on NASDAQ as of November 20, 2012 by (b) 32,889,067, the estimated maximum number of shares of Cymer common stock to be exchanged pursuant to the merger minus (c) \$657,781,340, the estimated amount of cash to be paid by ASML to Cymer stockholders in the merger described herein. The cash consideration was calculated as (a) 32,889,067, the estimated maximum number of shares of Cymer common stock outstanding immediately prior to the merger and entitled to receive the merger consideration at the closing multiplied by (b) the cash consideration of US \$20.00.

THIS REGISTRATION STATEMENT HEREBY IS AMENDED ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

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The information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This proxy statement/prospectus shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of such securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to appropriate registration or qualification under the securities laws of such jurisdiction.

PRELIMINARY SUBJECT TO COMPLETION DATED NOVEMBER 21, 2012

To the Stockholders of Cymer, Inc.:

I want to thank all of you for your confidence in Cymer, Inc. (referred to as Cymer) and tell you how much I am looking forward to the next chapter in the company's history as we become an integral part of ASML Holding N.V. (referred to as ASML). As you know, ASML and Cymer have entered into an Agreement and Plan of Merger, dated as of October 16, 2012, providing for the acquisition of Cymer by ASML, contemplating a merger of a wholly owned subsidiary of ASML into Cymer. If the merger is completed, holders of Cymer common stock (referred to as Cymer stockholders) will receive 1.1502 ordinary shares, nominal value EUR 0.09 per share, of ASML (referred to as ASML ordinary shares) and \$20.00 in cash, without interest thereon, for each share of common stock, par value US \$0.001 per share, of Cymer (referred to as Cymer common stock) owned by them. Based on the closing price of ASML ordinary shares on the NASDAQ Global Select Market (referred to as NASDAQ) on October 16, 2012, the last trading day before public announcement of the merger, the merger consideration represented \$81.64 in value for each share of Cymer common stock. Based on the closing price of ASML ordinary shares on NASDAQ on [], the last trading day before the date of this proxy statement/prospectus, the merger consideration represented \$[] in value for each share of Cymer common stock. ASML ordinary shares currently are traded on NASDAQ under the symbol ASML, and Cymer common stock currently is traded on NASDAQ under the symbol CYMI. I urge you to obtain current market quotations of ASML and Cymer common stock.

Pursuant to the terms of the merger agreement, an indirect wholly owned subsidiary of ASML will be merged with and into Cymer, with Cymer surviving as an indirect wholly owned subsidiary of ASML. Following the effective time of this merger, we expect that Cymer will merge with and into a wholly owned limited liability company subsidiary of ASML, with the limited liability company subsidiary surviving the second merger as a wholly owned subsidiary of ASML (we refer to the transactions described in this paragraph, collectively, as the merger).

Based on the number of shares of Cymer common stock and ASML ordinary shares outstanding on [], and assuming that ASML completes its synthetic share buyback, which will result in, among other things, the exchange of each 100 ASML ordinary shares outstanding for 77 ASML ordinary shares, prior to the completion of the merger, former Cymer stockholders will own approximately []% of the issued and outstanding ASML ordinary shares immediately after completion of the merger.

Cymer and ASML cannot complete the merger unless Cymer stockholders approve the merger agreement. For the purpose of obtaining this approval, Cymer is holding a special meeting of its stockholders on [] at [] local time at Cymer's offices at 17075 Thornmint Court, San Diego, California 92127 (referred to as the special meeting). The proposal to approve the merger agreement will be approved if the holders of a majority of the outstanding shares of Cymer common stock entitled to vote at the special meeting vote to approve the merger agreement. No vote of the shareholders of ASML is required in connection with the transactions contemplated by the merger agreement.

Cymer stockholders also are being asked to vote on a proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the proposal to approve the merger agreement and on a non-binding advisory proposal to approve certain compensation arrangements for Cymer's named executive officers in connection with the merger. The proposal to adjourn the meeting and the advisory proposal to approve certain compensation arrangements will be approved if the number of votes cast in favor of such proposal exceeds the number of votes cast in opposition to such proposal, assuming that a quorum is present.

Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend the special meeting in person, please submit a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the special meeting.

The Cymer board of directors unanimously determined that the merger agreement, the merger and the other transactions contemplated thereby are in the best interests of Cymer and its stockholders and adopted the merger agreement. **The Cymer board of directors unanimously**

recommends that Cymer stockholders vote **FOR** the proposal to approve the merger agreement, **FOR** the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the proposal to approve the merger agreement and **FOR** the non-binding advisory proposal to approve certain compensation arrangements for Cymer's named executive officers in connection with the merger. A failure to vote, failure to instruct a bank, broker or nominee or abstention from voting will have the same effect as votes **AGAINST** the proposal to approve the merger agreement.

The obligations of ASML and Cymer to complete the merger are subject to the satisfaction or waiver of several conditions. The accompanying proxy statement/prospectus contains detailed information about ASML, Cymer, the special meeting, the merger agreement and the merger. You should read this proxy statement/prospectus carefully and in its entirety before voting, including the section entitled Risk Factors beginning on page 37.

Once again, thank you for your support as a Cymer stockholder.

Sincerely,

Robert Akins

Chief Executive Officer, Cymer, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this proxy statement/prospectus or determined if this proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This proxy statement/prospectus is dated [] and is first being mailed to Cymer stockholders on or about [].

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THIS PROXY STATEMENT/PROSPECTUS INCORPORATES ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information about Cymer from documents that Cymer has filed with or furnished to the SEC, but that have not been included in this proxy statement/prospectus. This proxy statement/prospectus also incorporates important business and financial information about ASML from documents that ASML has filed with or furnished to the SEC, but that have not been included in or delivered with this proxy statement/prospectus. Please see **Where You Can Find More Information** and **Incorporation of Certain Documents by Reference** on pages 133 and 134, respectively, for more details.

You can obtain any of the documents filed with or furnished to the SEC by Cymer or ASML at no cost from the SEC's website at www.sec.gov. You may also request copies of these documents, including documents incorporated by reference into this proxy statement/prospectus, at no cost by contacting either Cymer or ASML.

Cymer will provide you with copies of the documents it has filed with the SEC relating to Cymer, without charge, upon written request to:

Investor Relations, Natalie Badillo: +1 (858) 385 6097

17075 Thornmint Court

San Diego, California 92127

ASML will provide you with copies of the documents it has filed with the SEC relating to ASML, without charge, upon written request to:

Tempe (AZ), United States: Craig DeYoung: +1 (480) 383 4005

8555 South River Parkway

Tempe, Arizona 85284

Wilton (CT), United States: Pete Convertito: +1 (203) 919 1714

77 Danbury Road

Wilton, CT 06897

Veldhoven, Netherlands: Franki D Hoore: +31 (40) 268 6494

De Run 6501

5504 DR, Veldhoven

The Netherlands

In addition, if you have questions about the merger or the special meeting, need additional copies of this document or need to obtain proxy cards or other information related to the proxy solicitations, you may contact Morrow & Co., LLC, Cymer's proxy solicitor, at the following address and telephone number:

470 West Avenue, 3rd Floor

Stamford, CT 06902

Stockholders, please call: +1 (877) 780 4190

Banks and brokerage firms, please call: +1 (203) 658 9400

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In order for Cymer stockholders to receive timely delivery of the documents in advance of the special meeting, Cymer stockholders must request the documents no later than [], 2013.

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ABOUT THIS PROXY STATEMENT/PROSPECTUS

This document constitutes a prospectus of ASML under Section 5 of the Securities Act with respect to the ASML ordinary shares to be issued to Cymer stockholders in the merger pursuant to the merger agreement. This document is also a notice of meeting and a proxy statement under Nevada law with respect to the special meeting at which Cymer stockholders will be asked to consider and vote upon proposals to approve the merger agreement and certain related proposals.

No person has been authorized to provide you with information that is different from what is contained in, or incorporated by reference into, this proxy statement/prospectus, and, if given or made, such information must not be relied upon as having been authorized. This proxy statement/prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any circumstances in which such offer or solicitation is unlawful. The distribution or possession of the proxy statement/prospectus in or from certain jurisdictions may be restricted by law. You should inform yourself about and observe any such restrictions, and neither Cymer nor ASML accepts any liability in relation to any such restrictions.

Neither the distribution of this proxy statement/prospectus nor the issuance by ASML of ASML ordinary shares in connection with the merger shall, under any circumstances, create any implication that there has been no change in the affairs of Cymer or ASML since the date of this proxy statement/prospectus or that the information contained in this proxy statement/prospectus is correct as of any time subsequent to its date.

Information contained in this proxy statement/prospectus regarding Cymer has been provided by Cymer and information contained in this proxy statement/prospectus regarding ASML has been provided by ASML.

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CYMER, INC.

17075 THORN MINT COURT

SAN DIEGO, CALIFORNIA 92127

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held On [], 2013

Dear Stockholder:

A special meeting of stockholders of Cymer, Inc., a Nevada corporation ("Cymer"), will be held on [], 2013 at [] local time at Cymer's offices at 17075 Thornmint Court, San Diego, California 92127, for the following purposes:

1. to consider and vote on the proposal to approve the Agreement and Plan of Merger, dated as of October 16, 2012, by and among ASML Holding N.V., a Netherlands public limited liability company (*naamloze vennootschap*) ("ASML"), Kona Acquisition Company, Inc., a Nevada corporation and a wholly owned subsidiary of Holdco, and Cymer and, solely for the purposes set forth therein, ASML US Inc., a Delaware corporation and an indirect wholly owned subsidiary of ASML ("Holdco") and Kona Technologies, LLC, a Nevada limited liability company and a wholly owned subsidiary of Holdco, as may be amended, a copy of which is included as Annex A to the proxy statement/prospectus of which this notice forms a part;
2. to consider and vote on a proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the foregoing proposal; and
3. to consider and vote on a non-binding advisory proposal to approve certain compensation arrangements for Cymer's named executive officers in connection with the merger.

Cymer will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournments or postponements thereof. Please refer to the proxy statement/prospectus of which this notice forms a part for further information with respect to the business to be transacted at the special meeting.

The Cymer board of directors (the "Cymer Board") unanimously determined that the merger agreement, the merger and the other transactions contemplated thereby are in the best interests of Cymer and its stockholders and adopted the merger agreement. **The Cymer Board unanimously recommends that Cymer stockholders vote FOR the proposal to approve the merger agreement, FOR the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the proposal to approve the merger agreement and FOR the non-binding advisory proposal to approve certain compensation arrangements for Cymer's named executive officers in connection with the merger.**

The Cymer Board has fixed the close of business on [] as the record date for determination of Cymer stockholders entitled to receive notice of, and to vote at, the special meeting or any adjournments or postponements thereof. Only holders of record of Cymer common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the special meeting. Approval of the merger agreement requires the affirmative vote of holders of a majority of the outstanding shares of Cymer common stock entitled to vote at the special meeting.

Your vote is very important. A failure to vote in person, grant a proxy for your shares, or instruct a bank, broker or nominee how to vote at the special meeting will have the same effect as a vote **AGAINST** the proposal to approve the merger agreement. Whether or not you expect to attend the special meeting in person, we urge you to submit a proxy to vote your shares as promptly as possible by either: (1) logging onto [] and following the instructions on your proxy card; (2) dialing [] and listening for further directions; or (3) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may

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be represented and voted at the special meeting. If your shares are held in the name of a broker, bank or other nominee, please follow the instructions on the voting instruction card furnished by the plan administrator, or record holder, as appropriate.

The enclosed proxy statement/prospectus provides a detailed description of the merger and the merger agreement. We urge you to read this proxy statement/prospectus, including any documents incorporated by reference, and the annexes carefully and in their entirety. If you have any questions concerning the merger or this proxy statement/prospectus, would like additional copies of this proxy statement/prospectus or need help voting your shares of Cymer common stock, please contact Cymer's proxy solicitor using the contact instructions on the enclosed proxy card.

By Order of the Board of Directors of Cymer, Inc.,

Paul B. Bowman

Secretary

San Diego, California

[], 201[]

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QUESTIONS AND ANSWERS

The following are some questions that you, as a stockholder of Cymer, Inc. (referred to as Cymer) may have regarding the merger and the special meeting and the answers to those questions. ASML Holding N.V. (referred to as ASML) and Cymer urge you to read carefully the remainder of this proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the merger and the special meeting. Additional important information is also contained in the annexes to and the documents incorporated by reference into this proxy statement/prospectus. All references in this proxy statement/prospectus to the merger agreement mean the Agreement and Plan of Merger, dated October 16, 2012, by and among ASML, Kona Acquisition Company, Inc. (referred to as Merger Sub), and Cymer and, solely for the purposes set forth therein, ASML US Inc. (referred to as Holdco) and Kona Technologies, LLC (referred to as Merger Sub 2), as amended. Generally, references in this proxy statement/prospectus to the merger should, unless the context otherwise requires, be read to mean the merger of Merger Sub into Cymer (referred to as the first step merger) and the merger of Cymer into Merger Sub 2 (referred to as the second step merger), as part of an integrated plan, and otherwise be read to mean the first step merger.

Q: What is the proposed merger and why are Cymer and ASML proposing the merger?

A: Cymer, ASML, Holdco, Merger Sub and Merger Sub 2 have entered into the merger agreement pursuant to which Cymer will be acquired by ASML. Under the merger agreement, Merger Sub, a direct wholly owned subsidiary of Holdco, which is an indirect wholly owned subsidiary of ASML, will merge with and into Cymer, with Cymer continuing as the surviving entity and as a direct wholly owned subsidiary of Holdco. Pursuant to the merger agreement, immediately after the first step merger becomes effective, Cymer will merge with and into Merger Sub 2, a direct wholly owned subsidiary of Holdco, with Merger Sub 2 continuing as the surviving entity and as a direct wholly owned subsidiary of Holdco. In addition, Cymer common stock will be delisted from the NASDAQ Global Select Market (referred to as NASDAQ) and deregistered under the Securities Exchange Act of 1934, as amended (referred to as the Exchange Act), and Cymer will no longer file periodic reports with the SEC on account of Cymer common stock.

In the course of reaching their decisions to adopt the merger agreement, each of the board of directors of Cymer (referred to as the Cymer Board) and ASML's Supervisory Board (referred to as the Supervisory Board) and Board of Management (referred to as the Board of Management) considered a number of important factors in their separate deliberations. For more details on these, see The Merger Reasons for the Merger and Recommendation of the Cymer Board and The Merger ASML's Reasons for the Merger.

Q: What is this document?

A: This is a proxy statement/prospectus filed by Cymer and ASML. It will have the effect of registering under the U.S. securities laws the ordinary shares, nominal value EUR 0.09 per share, of ASML (referred to as ASML ordinary shares) to be issued in connection with the merger. In addition, it informs holders of Cymer common stock (referred to as Cymer stockholders) of the upcoming special meeting of Cymer stockholders at which Cymer stockholders will vote on a proposal to approve the merger agreement and provides details of the merger agreement and the consideration Cymer stockholders will receive upon completion of the merger. It also provides Cymer stockholders with important details about ASML and their rights as potential holders of ASML ordinary shares, and it will be used to solicit proxy votes for the special meeting.

Q: Why did I receive this proxy statement/prospectus and proxy card?

A: You are receiving this proxy statement/prospectus because you have been identified as a Cymer stockholder and, as such, you are entitled to vote at the special meeting. This document serves as both a proxy statement of Cymer used to solicit proxies for the special meeting, and as a prospectus of ASML used to offer ASML ordinary shares in exchange for shares of Cymer common stock pursuant to the terms of the merger agreement. This document contains important information about the merger and the special meeting, and you should read it carefully.

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Q: How will the merger occur?

A: The merger will be effected by Merger Sub merging with and into Cymer, with Cymer surviving the merger and becoming an indirect wholly owned subsidiary of ASML, and Cymer stockholders will be entitled to receive the merger consideration. Immediately thereafter, Cymer will merge with and into Merger Sub 2, with Merger Sub 2 surviving the second step merger as a wholly owned subsidiary of ASML.

Q: What will a Cymer stockholder receive in the merger?

A: If the merger is completed, Cymer stockholders will receive 1.1502 ASML ordinary shares and \$20.00 in cash, without interest thereon, for each share of Cymer common stock owned by them.

Q: Will I receive fractional interests in ASML ordinary shares?

A: No. In lieu of fractional shares, each Cymer stockholder otherwise entitled to a fractional ASML ordinary share will be entitled to receive cash in an amount equal to the product obtained by multiplying (i) the average of the last reported sales price of ASML ordinary shares, as reported on NASDAQ, on each of the last five trading days ending on the third trading day immediately preceding the closing date (referred to as the ASML Share Price) by (ii) the fraction of an ASML ordinary share to which such holder would otherwise be entitled.

Q: What will a holder of options to purchase Cymer common stock receive in the merger?

A: At the effective time of the merger, each outstanding Cymer stock option that has vested will be cancelled and the holder of each such option will be entitled to receive a cash payment equal to the excess, if any, of (i) the sum of (A) \$20.00 and (B) the product of (1) the ASML Share Price and (2) 1.1502, over (ii) the per share exercise price of such Cymer stock option.

Each unvested Cymer stock option will be assumed by ASML and will be converted into an option to purchase ASML ordinary shares. Each option to purchase ASML ordinary shares as so assumed and converted will continue to have, and will be subject to, the same terms and conditions as applied to the Cymer stock option immediately prior to completion of the merger, except that each option to purchase ASML ordinary shares as so assumed and converted will be for a number of ASML ordinary shares equal to the product of (i) the number of shares of Cymer common stock subject to such Cymer stock option immediately prior to completion of the merger and (ii) the sum of (A) 1.1502 plus (B) (1) \$20.00 divided by (2) the ASML Share Price (the sum in (ii) referred to as the Stock Award Exchange Ratio), at an exercise price per ASML ordinary share equal to the quotient obtained by dividing (x) the exercise price per share of Cymer common stock subject to such Cymer stock option by (y) the Stock Award Exchange Ratio.

Q: What will a holder of Cymer restricted stock units receive in the merger?

A: At the effective time of the merger, each outstanding Cymer restricted stock unit that is not vested will be assumed by ASML and converted into a restricted stock unit award to acquire ASML ordinary shares. Each restricted stock unit as so assumed and converted will continue to have, and will be subject to, the same terms and conditions as applied to the Cymer restricted stock units immediately prior to completion of the merger, except that each restricted stock unit as so assumed and converted will be for that number of ASML ordinary shares equal to the product of (i) the number of shares of Cymer common stock underlying such Cymer restricted stock unit multiplied by (ii) the Stock Award Exchange Ratio.

Q: Where are ASML ordinary shares traded?

A: ASML ordinary shares are listed for trading in the form of registered shares on NASDAQ and in the form of registered shares on NYSE Euronext in Amsterdam (referred to as Euronext Amsterdam). The principal trading market of ASML ordinary shares is Euronext Amsterdam.

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Q: If the merger is completed, will Cymer stockholders be able to trade the ASML ordinary shares that they receive in the merger?

A: Yes. The ASML ordinary shares you will receive if the merger is completed will be freely tradable (unless held by an affiliate of ASML) and will be listed on NASDAQ using the symbol ASML.

Q: What equity stake will former Cymer stockholders hold in ASML following completion of the merger?

A: Based on the number of shares of Cymer common stock and ASML ordinary shares outstanding on [] and, assuming that ASML completes the synthetic share buyback prior to completion of the merger, it is anticipated that former Cymer stockholders will own approximately []% of the issued and outstanding ASML ordinary shares immediately after completion of the merger.

Q: When do you expect the merger to be completed?

A: ASML and Cymer intend to complete the merger as soon as reasonably possible and expect the completion of the merger to occur in the first half of 2013. However, the merger is subject to certain regulatory approvals and the satisfaction or waiver of other conditions, and it is possible that factors outside the control of ASML and Cymer could result in the merger being completed at a later time or not at all. There may be a substantial amount of time between the special meeting and the completion of the merger.

Q: Is ASML's obligation to complete the merger subject to ASML receiving financing?

A: No. ASML is obligated to complete the merger, in accordance with the terms and subject to the conditions set forth in the merger agreement, regardless of whether it has secured any financing it may require in order to pay the cash portion of the merger consideration to Cymer stockholders.

Q: What happens if the merger is not completed?

A: If Cymer stockholders do not approve the proposal to approve the merger agreement or if the merger is not completed for any other reason, Cymer stockholders will not receive any payment for their shares of Cymer common stock in connection with the merger. Instead, Cymer will remain an independent public company and shares of Cymer common stock will continue to be listed and traded on NASDAQ. Under certain circumstances, Cymer may be required to pay ASML a termination fee of \$75 million as described in The Merger Agreement Expenses and Termination Fees.

Q: What regulatory approvals are needed to complete the merger?

A: Under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (referred to as the HSR Act), ASML and Cymer cannot complete the merger until they have filed certain information and materials with the Federal Trade Commission and the Antitrust Division of the U.S. Department of Justice and the applicable waiting period under the HSR Act has expired or been terminated. Cymer and ASML filed their respective notification and report forms under the HSR Act with the FTC and the Antitrust Division on November 9, 2012. Clearances and consents or the expiration or termination of applicable waiting periods under competition laws in Germany, Israel, Japan, South Korea and Taiwan also are conditions to the merger. In addition, ASML and Cymer have agreed that the merger is conditioned upon receipt of approval from the Committee on Foreign Investments in the United States (referred to as CFIUS).

Q: What other conditions must be satisfied to complete the merger?

A: In addition to receipt of the regulatory approvals described above, Cymer and ASML are not required to complete the merger unless a number of other conditions are satisfied or waived. These conditions include,

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among others: (i) approval of the merger agreement by the Cymer stockholders, (ii) the absence of any governmental order, law, or legal restraint prohibiting the consummation of the merger and (iii) the listing of the ASML ordinary shares to be issued to Cymer stockholders as consideration in the merger on NASDAQ having been authorized. Additionally, ASML is not required to complete the merger if there is any pending action or proceeding by any governmental entity of competent jurisdiction challenging or seeking to make illegal, to delay materially or otherwise directly or indirectly to prohibit the consummation of the merger.

For a more complete summary of the conditions that must be satisfied or waived prior to completion of the merger, see *The Agreement and Plan of Merger* Conditions to the Merger beginning on page 101.

Q: Can the value of the merger consideration to be received by Cymer stockholders change between now and the time the merger is completed?

A: Yes. A significant portion of the consideration Cymer stockholders will receive upon completion of the merger will be ASML ordinary shares. The exchange ratio will not change even if the market prices of Cymer common stock or ASML ordinary shares fluctuate. Therefore, the market value of the ASML ordinary shares that Cymer stockholders will receive if the merger is completed will fluctuate up or down with fluctuations in the market price of ASML ordinary shares.

Q: What are the U.S. federal income tax consequences of the merger to Cymer stockholders?

A: The first step merger and the second step merger are intended to be treated as a single integrated transaction for U.S. federal income tax purposes. Consequently, the merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (referred to as the Code). Accordingly, U.S. holders of Cymer common stock generally will recognize gain (but not loss) in an amount equal to the lesser of (i) the holder's gain realized (i.e., the excess, if any, of the sum of the amount of cash and the fair market value of the ASML ordinary shares received over the holder's adjusted tax basis in its shares of Cymer common stock surrendered) and (ii) the amount of cash received pursuant to the merger.

You should read *The Merger* Certain U.S. Federal Income Tax Consequences of the Merger beginning on page 75 for a more complete discussion of the U.S. federal income tax consequences of the merger.

Tax matters can be complicated, and the tax consequences of the merger to you will depend on your particular circumstances. You should consult your tax advisor to determine the tax consequences of the merger to you.

Q: After the merger is completed, how will I receive the merger consideration?

A: As promptly as practicable after the merger is completed, but no later than five business days following the completion of the merger, ASML will cause the exchange agent to mail to each holder of record of Cymer common stock a form of letter of transmittal and instructions for use in effecting the exchange of Cymer common stock for the merger consideration. Upon the receipt of proper documentation from a Cymer stockholder by the exchange agent, the exchange agent will deliver (i) certificates (or electronic equivalents) representing the number of ASML ordinary shares into which such shares of Cymer common stock shall have been converted in the merger, and (ii) a check for an amount equal to \$20.00 multiplied by the number of shares of Cymer common stock to be converted, plus any cash due in lieu of fractional shares.

Q: Where and when will the special meeting be held?

A: The special meeting of Cymer stockholders will be held at Cymer's corporate headquarters, 17075 Thornmint Court, San Diego, California 92127, on [], 2013 at [], local time.

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Q: What matters will be voted on at the special meeting?

A: There are three proposals that require a stockholder vote at the special meeting. First, you will be asked to vote on a proposal to approve the merger agreement. You also will be asked to vote on a proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement. You also will be asked to vote on a non-binding advisory proposal to approve certain compensation arrangements for Cymer's named executive officers in connection with the merger.

Q: What is the recommendation of the Cymer Board in regard to each proposal that may be voted on at the special meeting?

A: The Cymer Board unanimously determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are in the best interests of Cymer and its stockholders and adopted the merger agreement. The Cymer Board unanimously recommends that Cymer stockholders vote **FOR** the proposal to approve the merger agreement.

The Cymer Board recommends that Cymer stockholders vote **FOR** the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the proposal to approve the merger agreement.

The Cymer Board recommends that Cymer stockholders vote **FOR** the non-binding advisory proposal to approve certain compensation arrangements for Cymer's named executive officers in connection with the merger.

Q: Who is entitled to vote at the special meeting?

A: The record date for the special meeting is []. Only holders of record of shares of Cymer common stock as of the close of business on the record date are entitled to notice of, and to vote at, the special meeting or any adjournment or postponement of the special meeting. If you are a registered Cymer stockholder planning on attending the special meeting, please be prepared to provide proper identification, such as a driver's license. If you hold your shares in street name, you will need to provide proof of ownership, such as a recent account statement or letter from your bank, broker or other nominee, along with proper identification to attend the special meeting.

Q: What constitutes a quorum at the special meeting?

A: Cymer stockholders who hold shares of Cymer common stock representing at least a majority of the outstanding shares of Cymer common stock entitled to vote at the special meeting must be present in person or represented by proxy to constitute a quorum for the transaction of business at the special meeting. If a quorum is not present at the special meeting, Cymer stockholders, by a majority of the voting power represented in person or by proxy may adjourn the special meeting to another time or place without further notice unless a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each Cymer stockholder of record entitled to vote at the special meeting. Abstentions and broker non-votes will be included in the calculation of the number of shares of Cymer common stock represented at the special meeting for purposes of determining whether a quorum has been achieved.

Q: How many votes do I have?

A: Cymer stockholders are entitled to one vote for each share of Cymer common stock owned as of the close of business on the record date. As of the close of business on the record date, there were [] shares of Cymer common stock outstanding and entitled to vote at the special meeting.

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Q: What vote is required to approve the merger agreement?

A: Approval of the merger agreement requires the affirmative vote of holders of a majority of the outstanding shares of Cymer common stock entitled to vote at the special meeting. As of the record date, [] shares of Cymer common stock were outstanding and entitled to vote at the special meeting and, as a result, [] shares of Cymer common stock need to vote in favor of the proposal to approve the merger agreement for that proposal to be approved. Failures to vote, votes to abstain and broker non-votes will have the same effect as votes **AGAINST** the proposal to approve the merger agreement.

Q: What vote is required to approve the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the proposal to approve the merger agreement?

A: If a quorum is present at the special meeting, the proposal to adjourn the special meeting will be approved if the votes cast in favor of the proposal exceed the votes cast in opposition to the proposal. In that case, failure to vote, abstentions and broker non-votes will have no effect on the proposal to adjourn the special meeting. If a quorum is not present at the special meeting, the proposal to adjourn the special meeting may be approved and the special meeting may be adjourned by a majority of the voting power represented at the special meeting in person or by proxy. In that case, broker non-votes will have no effect on the proposal to adjourn the special meeting, although failure to vote and abstentions will have the same effect as votes **AGAINST** the proposal to adjourn the special meeting.

Q: What vote is required to approve the non-binding advisory proposal to approve certain compensation arrangements for Cymer's named executive officers in connection with the merger?

A: The non-binding advisory proposal to approve certain compensation arrangements for Cymer's named executive officers in connection with the merger will be approved if the number of votes cast in favor of the proposal exceeds the number of votes cast in opposition to the proposal. Failure to vote, abstentions and broker non-votes will have no effect on the non-binding advisory proposal to approve certain compensation arrangements for Cymer's named executive officers in connection with the merger.

Q: If I am a stockholder of record of Cymer common stock, how do I vote?

A: If, on the record date, your shares of Cymer common stock were registered directly in your name with Cymer's transfer agent, American Stock Transfer & Trust Company, LLC, then you are a stockholder of record with respect to those shares.

If you are the stockholder of record with respect to your shares of Cymer common stock, you may vote in person at the special meeting or by proxy.

To vote in person, come to the special meeting, and you will receive a ballot when you arrive.

If you do not wish to vote in person or if you will not be attending the special meeting, you may vote by proxy. You can vote by proxy over the Internet, by mail, or by telephone by following the instructions provided in the proxy card.

Cymer provides Internet proxy voting to allow you to vote your shares of Cymer common stock on-line, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your Internet access, such as usage charges from Internet access providers and telephone companies.

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Q: If I am a beneficial owner of Cymer common stock held in street name, how do I vote?

A: If, on the record date, your shares of Cymer common stock were held in an account at a brokerage firm, bank, broker-dealer or other similar organization, then you are the beneficial owner of shares of Cymer common stock held in street name, and the organization holding your account is considered the stockholder of record for purposes of voting at the special meeting.

If you are a beneficial owner of shares of Cymer common stock registered in the name of your broker, bank, dealer or other similar organization, and you wish to vote in person at the special meeting, you must obtain a valid proxy from the organization that holds your shares of Cymer common stock. If you do not wish to vote in person or you will not be attending the special meeting, you should have received a proxy card and voting instructions with this proxy statement/prospectus from that organization. Please follow the voting instructions provided by your broker, bank, dealer or other similar organization to ensure that your vote is counted.

Q: What happens if I do not make specific voting choices?

A: *Stockholder of Record:* If you are a Cymer stockholder of record and you:

indicate when voting on the Internet or by telephone that you wish to vote as recommended by the Cymer Board, or

sign and return a proxy card without giving specific voting instructions, then the proxy holders will vote your shares of Cymer common stock in the manner recommended by the Cymer Board on all matters presented in this proxy statement/prospectus and, therefore, **FOR** the proposal to approve the merger agreement, **FOR** the proposal to adjourn the special meeting and **FOR** the non-binding proposal to approve certain compensation arrangements for Cymer's named executive officers in connection with the merger.

Beneficial Owner of Shares Held in Street Name: If you are a beneficial owner of shares of Cymer common stock held in street name and do not provide the organization that holds your shares of Cymer common stock with specific instructions, under the rules of NASDAQ, the organization that holds your shares of Cymer common stock may generally vote on routine matters but cannot vote on non-routine matters. If the organization that holds your shares of Cymer common stock does not receive instructions from you on how to vote your shares of Cymer common stock on a non-routine matter, such as the proposal to approve the merger agreement, the organization that holds your shares of Cymer common stock will inform the inspector of elections for the special meeting that it does not have the authority to vote on this matter with respect to your shares of Cymer common stock. This is generally referred to as a broker non-vote. When the inspector of elections for the special meeting tabulates the votes for any particular matter, broker non-votes will be counted for purposes of determining whether a quorum is present, but will not otherwise be counted. In connection with the special meeting, broker non-votes will have the same effect as a vote **AGAINST** the proposal to approve the merger agreement. Broker non-votes will have no effect on the proposal to adjourn the special meeting or the non-binding proposal to approve certain compensation arrangements for Cymer's named executive officers in connection with the merger. You should therefore provide voting instructions to the organization that holds your shares of Cymer common stock by carefully following the instructions provided in this proxy statement/prospectus.

Q: Can I change my vote or revoke my proxy after I have returned a proxy or voting instruction card?

A: Yes. You may revoke your proxy and change your vote at any time before the final vote at the special meeting.

Stockholder of Record: If you are a Cymer stockholder of record, you may revoke your proxy in any one of the following ways:

You may send a written notice that you are revoking your proxy to the Corporate Secretary of Cymer, Inc., 17075 Thornmint Court, San Diego, California 92127.

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You may send a subsequent properly completed proxy card in accordance with the instructions in this proxy statement/prospectus.

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You may grant a subsequent proxy by telephone or through the Internet.

You may attend the special meeting, revoke the proxy in writing and vote in person. Your attendance at the special meeting will not automatically revoke your proxy unless you vote again at the special meeting or specifically request in writing that your prior proxy be revoked.

The most current proxy card or telephone or Internet proxy the inspector of elections for the special meeting receives is the one that is counted.

Beneficial Owner of Shares Held in Street Name: If you are a beneficial owner of shares of Cymer common stock held in street name, you will need to follow the instructions included on the proxy form provided to you by your broker regarding how to change your vote.

Q: What should I do if I receive more than one set of voting materials?

A: You may receive more than one set of voting materials, including multiple copies of this proxy statement/prospectus and multiple proxy cards or voting instruction cards. For example, if you hold your shares of Cymer common stock in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold your shares of Cymer common stock. If you are a holder of record and your shares of Cymer common stock are registered in more than one name, you will receive more than one proxy card. In order to ensure that all of your shares of Cymer common stock are voted at the special meeting, **please complete, sign, date and return each proxy card and voting instruction card that you receive.**

Q: Do I need to do anything with my shares of Cymer common stock other than voting for the proposals at the special meeting?

A: After the merger is completed, each share of Cymer common stock you hold will be converted automatically into the right to receive the merger consideration. You will receive instructions at that time regarding exchanging your shares for ASML ordinary shares and cash. You do not need to take any action at this time. Please do not send your Cymer stock certificates with your proxy card.

Q: Are stockholders entitled to dissenters' rights of appraisal?

A: No. Pursuant to the Nevada Revised Statutes 92A.390, no dissenter's rights or rights of appraisal will apply in connection with the merger.

Q: When should I submit my proxy?

A: You should submit your proxy as soon as possible so that your shares of Cymer common stock will be voted at the special meeting.

Q: What do I need to do now?

A: Carefully read through this proxy statement/prospectus. Consider all the consequences that would occur should you vote **FOR** or **AGAINST** or **ABSTAIN** on the proposal to approve the merger agreement or fail to submit a proxy. Confer with any advisors you think necessary to make the best decision. Fill out your proxy card and send it back to Cymer as soon as possible, or plan to attend and vote at the special meeting.

Q: What happens if I sell my shares of Cymer common stock before the special meeting?

A: The record date for the special meeting is earlier than the date of the special meeting and the date that the merger is expected to be completed. If you transfer your shares of Cymer common stock after the record date but before the special meeting, you will retain your right to vote at the special meeting, but will have transferred the right to receive the merger consideration in the merger. In order to receive the merger consideration, you must hold your shares of Cymer common stock through the effective date of the merger.

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Q: What happens if I do not respond?

A: Failure to respond will have the effect of a vote against the proposal to approve the merger agreement. Failure to respond will have no effect on the proposal to adjourn the special meeting or the non-binding proposal to approve certain compensation arrangements for Cymer's named executive officers in connection with the merger.

Q: Are there risks associated with the merger that I should consider in deciding how to vote?

A: Yes. You should carefully read the detailed description of the risks associated with the merger and ASML's operations following the merger described in "Risk Factors" beginning on page [].

Q: Who can help answer my questions?

A: The information provided above in the question-and-answer format is for your convenience only and is merely a summary of some of the information contained in this proxy statement/prospectus. You should read carefully the entire proxy statement/prospectus, including the information in the annexes. See "Where You Can Find More Information" beginning on page []. If you would like additional copies of this proxy statement/prospectus, without charge, or if you have questions about the merger, including the procedures for voting your shares, you should contact:

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