

VEOLIA ENVIRONNEMENT
Form SC 13G/A
January 29, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Veolia Environnement
(Name of Issuer)

Common Stock
(Title of Class of Securities)

92334N103
(CUSIP Number)

January 29, 2015
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON

Qatari Diar Real Estate Investment Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Qatar

5 SOLE VOTING POWER

NUMBER OF 26,107,958

SHARES 6 SHARED VOTING POWER

OWNED 0

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 26,107,958

WITH 8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

26,107,958

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.6%

12 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSON

QD Europe Sàrl

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Grand Duchy of Luxembourg

5 SOLE VOTING POWER

NUMBER OF 26,107,208

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED 0

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 26,107,208

WITH 8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

26,107,208

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.6%

12 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSON

Qdveo Sàrl

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

Not Applicable

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Grand Duchy of Luxembourg

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH
REPORTING
PERSON
WITH

26,107,208

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

26,107,208

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

26,107,208

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.6%

12 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSON

Velo Investissement Sàrl

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Grand Duchy of Luxembourg

5 SOLE VOTING POWER

NUMBER OF 26,107,208

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED 0

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 26,107,208

WITH 8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

26,107,208

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.6%

12 TYPE OF REPORTING PERSON

CO

ITEM 1. (a) Name of Issuer: Veolia Environnement. (the “Issuer”)

(b) Address of Issuer’s Principal Executive Offices:

36/38, Avenue Kléber, 75116 Paris, France

ITEM 2. (a) Name of Person Filing:

This Schedule 13G is being filed by Qatari Diar Real Estate Investment Company, QD Europe Sàrl, Qdveo Sàrl and Velo Investissement Sàrl.

(b) Address of Principal Business Office, or if None, Residence:

Qatari Diar Real Estate Investment Company: P.O. Box 23175, Doha, Qatar.

QD Europe Sàrl: 6A Route de Trêves, L-2633 Senningerberg, Luxembourg

Qdveo Sàrl: 6A Route de Trêves, L-2633 Senningerberg, Luxembourg

Velo Investissement Sàrl: 6A Route de Trêves, L-2633 Senningerberg, Luxembourg

(c) Citizenship or Place of Organization:

See row 4 of the cover pages to this Schedule 13G.

(d) Title of Class of Securities:

Common Shares, par value €5.00 per share.

(e) CUSIP Number:

92334N103

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

Not Applicable.

(a) o Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);

(b) o Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) o Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) o Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

- (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the
o Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) o Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-US institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:_____

ITEM 4.

OWNERSHIP.

(a) Amount beneficially owned:

See item 9 on cover pages to this Schedule 13G.

(b) Percent of class:

See item 11 on cover pages to this Schedule 13G. Percent of class was determined using the number of shares constituting the share capital as provided by Veolia Environnement in its condensed interim consolidated financial statements for the half year ended June 30, 2014, filed on Form 6-K on September 2, 2014.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: See item 5 on cover pages to this Schedule 13G.

(ii) Shared power to vote or to direct the vote: See item 6 on cover pages to this Schedule 13G.

(iii) Sole power to dispose or to direct the disposition of: See item 7 on cover pages to this Schedule 13G.

(iv) Shared power to dispose or to direct the disposition of: See item 8 on cover pages to this Schedule 13G.

ITEM 5.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not Applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable.

ITEM 10.

CERTIFICATIONS.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having

that purpose or effect.

7

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 28, 2015

QATARI DIAR REAL ESTATE INVESTMENT
COMPANY

By: /s/ Khaled Mohamed Alsayed
Name: Khaled Mohamed Alsayed
Title: Chief Executive Officer

QD EUROPE SÀRL

By: /s/ Khaled Mohamed Alsayed
Name: Khaled Mohamed Alsayed
Title: Class A Manager

By: /s/ Frances Mary Julius
Name: Frances Mary Julius
Title: Class B Manager

QDVEO SÀRL

By: /s/ Khaled Mohamed Alsayed
Name: Khaled Mohamed Alsayed
Title: Class A Manager

By: /s/ Frances Mary Julius
Name: Frances Mary Julius
Title: Class B Manager

VELO INVESTISSEMENT SÀRL

By: /s/ Khaled Mohamed Alsayed
Name: Khaled Mohamed Alsayed
Title: Class A Manager

By: /s/ Frances Mary Julius
Name: Frances Mary Julius
Title: Class B Manager

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement. Provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).