

Supplement dated as of 29 August 2005

**LEHMAN BROTHERS SECURITIES N.V.
Warrant and Certificate Programme**

**Guaranteed by
LEHMAN BROTHERS HOLDINGS INC.**

Up to 300,000 Certificates on Vivendi Universal S.A.

This Supplement is prepared in connection with the Warrant and Certificate Programme of Lehman Brothers Securities N.V. (the “**Issuer**”) and is supplemental to, and should be read in conjunction with, the Information Memorandum dated 18 August 2004 (the “**Information Memorandum**”). This Supplement is valid for the purpose of listing Securities issued during the period of one year from and including the date hereof. Except as disclosed in the Information Memorandum (including in any document incorporated by reference therein) and save as disclosed herein there has been no material adverse change in the financial position of either the Issuer or the Guarantor since the date of the last financial year end of the Issuer. Terms defined in the Information Memorandum have the same meaning when used in this Supplement.

Save as disclosed herein, neither the Issuer nor the Guarantor is involved in any litigation or arbitration proceedings which the Issuer or the Guarantor (as the case may be) believes would have a material adverse effect on the financial position of the Issuer or the Guarantor (as the case may be) nor is the Issuer or the Guarantor aware of any such proceedings pending or threatened.

The Issuer accepts responsibility for the information contained in this Supplement except as mentioned herein. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is (subject as mentioned herein) in accordance with the facts and does not omit anything likely to affect the import of such information.

The information contained herein with regard to the underlying asset (or basket of assets), Commodity (or Basket of Commodities), Currency (or Basket of Currencies), Debt Instrument (or Basket of Debt Instruments), Depositary Receipt (or Basket of Depositary Receipts), Index (or Basket of Indices) or Share (or Basket of Shares) (as all such terms are defined in the Terms and Conditions) or other item(s) (the “**Underlying**”) to which the Securities relate consists of extracts from or summaries of information that are publicly available. Except as mentioned herein, the Issuer accepts responsibility for accurately reproducing and/or summarising the information relating to the Underlying to which the Securities relate, which information is more particularly described in Part B hereto. The Issuer accepts no further or other responsibility in respect of such information.

IN WITNESS WHEREOF, LEHMAN BROTHERS SECURITIES N.V. has caused this Supplement to be executed by a duly authorised officer or director.

Dated: 29 August 2005

Executed by

LEHMAN BROTHERS SECURITIES N.V.
and signed and delivered on its behalf

By: _____

Name: Jonathan Knapp

Title: Authorised Signatory

Part A

Information about the Securities

General

1. Description of the Securities:
 - (a) Warrants or Certificates: The Securities are Certificates
 - (b) Type of Securities: The Securities are Share Securities
 2. Description of the Underlying: As described in Part B (Information on the Underlying)
 3. If Warrants, American Style Warrants, European Style Warrants or other: Not Applicable
 4. If Warrants, Call Warrants, Put Warrants or other: Not Applicable
 5. Number of Securities being issued: Up to 300,000
 6. (a) Series Number: L-05/15
(b) Tranche Number: 1
 7. Issue Date: 29 August 2005
 8. Issue Price(s): Euro (“EUR”) 18.19 per Security

Each Dealer reserves the right, in its sole discretion, at any time and from time to time, to offer and sell the Securities at one or more prices that differ from the Issue Price
 9. Minimum initial purchase of the Securities: 1 Certificate
 10. Minimum transferable number (for the purposes of Condition 1(c)): 1 Certificate
 11. Last Trading Day (for the purposes of Conditions 1(c) and 9(c)): 3 Business Days prior to the Valuation Date
- Warrants - Provisions relating to exercise**
12. If American Style Warrants, the Exercise Period: Not Applicable
 13. If European Style Warrants, the Expiration Date: Not Applicable

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| 14. Exercise Notice Deposit Time(s) (for the purposes of Condition 5(a)): | Not Applicable |
| 15. Minimum Exercise Number (for the purposes of Condition 5(b)): | Not Applicable |
| 16. Integral multiple of Minimum Exercise Number (for the purposes of Condition 5(b)): | Not Applicable |
| 17. If Physical Delivery Warrants, any modification of minimum Board Lot requirement in relation to exercise (for the purpose of Condition 9(h)): | Not Applicable |
| 18. If American Style Warrants, the Maximum Exercise Number (for the purposes of Condition 5(b)): | Not Applicable |
| 19. Automatic Exercise in respect of Cash Settled Warrants (for the purposes of Condition 4(a)): | Not Applicable |

Certificates - Provisions relating to interest

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| 20. Interest Payment Dates: | Not Applicable |
| 21. Notional Amount per Certificate (for the purposes of Condition 6): | Not Applicable |
| 22. Interest Rate (for the purposes of Condition 6): | Not Applicable |
| 23. Interest Rate Day Count Fraction (for the purposes of Condition 6): | Not Applicable |
| 24. Other terms relating to the method of calculating interest (for the purposes of Condition 6): | Not Applicable |

Provisions relating to settlement and redemption

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| 25. Form of Settlement (for the purposes of Condition 1(a)): | Cash Settled Securities |
| 26. Issuer's option to vary settlement in respect of the Securities (for the purposes of Conditions 1(a) and 10(c)): | Not Applicable |
| 27. Valuation Date: | 17 December 2010 |

28. Averaging Dates:	Not Applicable
29. Consequence of Averaging Date Disruption (for the purposes of Condition 13(b)):	Not Applicable
30. Valuation Time:	Official close of trading on the relevant Exchange
31. If Warrants, the Settlement Date:	Not Applicable
32. If Certificates, the Certificate Settlement Notice Period:	The period of 3 Business Days ending on and including the Valuation Date
33. If Certificates, the Redemption Date:	22 December 2010
34. Business Day Centre(s):	London and New York
35. Exchange Rate, including details of when such rate is to be ascertained:	Not Applicable
36. If Cash Settled Securities, Settlement Currency for the payment of the Cash Settlement Amount and/or Alternative Cash Settlement Amount:	EUR
37. If Cash Settled Securities, Cash Settlement Amount or method of calculation of the Cash Settlement Amount (for the purposes of Condition 4(b) or Condition 7, as applicable):	<p>For each Certificate held, the Cash Settlement Amount (“CSA”) shall be determined by the Calculation Agent in accordance with the following:</p> <p>(1) If, as determined by the Calculation Agent on the Valuation Date, the price of the Underlying is greater than or equal to the Strike Price an amount equal to the Strike Price.</p> <p>(2) If, as determined by the Calculation Agent on the Valuation Date, the price of the Underlying is less than the Strike Price, an amount equal to the price of the Underlying at the Valuation Time on the Valuation Date.</p> <p>Where:</p> <p>“Strike Price” means EUR 26.00</p>

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| 38. If Physical Delivery Warrants, the Strike Price(s): | Not Applicable |
| 39. If Physical Delivery Securities: | Not Applicable |
| 40. If Physical Delivery Certificates, any modification of minimum Board Lot requirement in relation to settlement (for the purpose of Condition 9(h)): | Not Applicable |
| 41. Other circumstances where Holder will receive the Alternative Settlement Amount (for the purposes of Condition 10(c)): | Not Applicable |
| 42. Other additional conditions to settlement (for the purposes of Condition 10(a)(i), 10(a)(ii), 10(b)(i) and 10(b)(ii)): | Not Applicable |

Other specified terms and modifications to the Conditions

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| 43. If Currency Securities, details of the Relevant Screen Page, the Base Currency and the relevant Subject Currency or Subject Currencies: | Not Applicable |
| 44. If Commodity Securities, provisions for calculations: | Not Applicable |
| 45. If Index Securities: | Not Applicable |
| 46. If Share Securities: | |
| (a) Share(s): | Vivendi Universal S.A. (Bloomberg: EX FP Equity) (the "Share") |
| (b) Exchange: | MONEP |
| (c) Related Exchange: | Euronext - Paris |
| (d) Method of Adjustment (for the purposes of Condition 14(b)): | Calculation Agent Adjustment |
| (e) Consequences of Merger Events (for the purposes of Condition 15(a)): | |
| (i) Share-for-Share: | Modified Calculation Agent Adjustment |
| (ii) Share-for-Combined: | Modified Calculation Agent Adjustment |
| (iii) Share-for-Other: | Modified Calculation Agent Adjustment |

(f)	Consequences of Tender Offers (for the purposes of Condition 15(b))	
(i)	Share-for-Share:	Modified Calculation Agent Adjustment
(ii)	Share-for Combined:	Modified Calculation Agent Adjustment
(iii)	Share-for-Other:	Modified Calculation Agent Adjustment
(g)	Options Exchange (for the purposes of Condition 14(b)(i), Condition 15(a)(iii) or Condition 15(b)(ii), where applicable)	Not Applicable
47.	Additional Disruption Events:	
(a)	Applicable Additional Disruption Events:	None
(b)	Consequences of Additional Disruption Event:	Not Applicable
48.	Further adjustments:	
(a)	whether provisions for market disruption apply other than as provided for in Condition 13:	Not Applicable
(b)	in relation to Debt Instrument Securities, provisions dealing with the situation where one or more of the relevant Debt Instruments is redeemed (or otherwise ceases to exist before expiration of the relevant Securities):	Not Applicable
(c)	any supplemental adjustment provisions:	Not Applicable
49.	Other special conditions and any modification to the Terms and Conditions of the Securities:	Not Applicable
50.	Relevant Clearing System(s) (for the purposes of the definition in Condition 28):	Euroclear Clearstream, Luxembourg The Bank of New York, Brussels shall act as common depository for Euroclear and Clearstream, Luxembourg
51.	Calculation Agent if not the Issuer:	Lehman Brothers International (Europe)

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| 52. Listing: | Application will be made to admit the Securities for trading on the Stuttgart Freiverkehr |
| 53. Rule 144A eligibility: | No |
| 54. Eligibility for private placement to other “accredited investors” in the United States: | No |
| 55. US Selling Restrictions and additional selling restrictions: | |
| (a) details of the applicable type of US Selling Restrictions including in respect of the relevant US Selling Restrictions certification required for the purposes of exercise or redemption: | Type 2A |
| (b) details of any additional selling restrictions (for the purposes of Condition 9(e)): | Not Applicable |
| 56. (a) Method of distribution of the Securities: | Non-syndicated |
| (b) Names of the Dealer(s): | Lehman Brothers International (Europe) |
| 57. ISIN: | ANN5213N4118 |
| 58. Common Code: | 22807161 |
| 59. CUSIP: | Not Applicable |
| 60. Telekurs number and, where any additional or alternative Clearing System(s) has/have been specified in paragraph 39(b) above, any other relevant security code: | WKN A0FDW4 |
| 61. Principal Securities Agent: | Belgian Securities Agent |
| 62. Whether Definitive Security Certificates may be issued as well as/instead of a Global Security: | The Securities will be at all times represented by a Global Security |

Part B

Information on the Underlying

The Shares are not particularly described in this Supplement. The information contained in this Supplement relating to Vivendi Universal S.A. (the "Company") and the Shares consists only of extracts from or summaries of information which is publicly available. Neither the Issuer nor the Guarantor has independently verified any such information, and neither accepts any responsibility for error or omission, other than accepting responsibility for accurately extracting and/or summarising such information, as stated in the fourth paragraph of the first page of this Supplement. The Shares are publicly listed and investors may acquire such further information as they deem necessary in relation to the Shares and the Company from such publicly available information as they deem appropriate. Investors should make their own investment, hedging and trading decisions (including decisions regarding the suitability of this investment), based upon their own judgement and upon advice from such advisers as such investors deem necessary and not upon any view expressed by the Issuer or the Guarantor.

VIVENDI UNIVERSAL S.A.

The Company has its business address at 42 avenue de Friedland, 75380 Paris Cedex 8, France

Share

The Shares are ordinary shares of EUR 5.5 in par value. The Shares are listed on Paris Stock Exchange.

Activities

The Company's principal activities are grouped into the following areas: media (through Canal+ and NBC Universal the Company operates television networks, television and film production and broadcasting via a combination of terrestrial, cable and satellite systems using both digital and analogue methods as well as manufacturing and marketing decoding equipment for both analogue and digital television reception; through Universal Music the Company is involved in the manufacturing and distribution of recorded music in all commercial formats and musical genres; through Universal Games the Company develops, publishes and distribute interactive entertainment). Telecommunications (through SFR Cegetel and Maroc Telecom the Company operates both mobile and fixed telephone networks). The Company operates in USA, Holland, Germany, UK, Japan, Morocco, Kenya, Poland, Holland and Brazil.

Source: Extel Card – August 2005

Share Prices (in EUR, monthly high and low levels)

Date	High	Low
2002		
July	23.90	13.90
August	17.00	9.30
September	14.25	11.35

October	15.00	11.12
November	16.75	11.18
December	16.44	15.09
2003		
January	17.60	15.32
February	16.21	11.95
March	14.40	11.15
April	14.60	12.48
May	15.81	13.62
June	17.27	15.80
July	16.50	15.25
August	15.80	14.70
September	17.04	15.20
October	18.10	15.58
November	19.38	18.30
December	19.48	18.67
2004		
January	21.69	19.27
February	23.53	20.55
March	23.40	20.14
April	22.67	20.99
May	21.40	19.30
June	23.29	20.86
July	22.61	20.31
August	20.91	19.39
September	21.70	20.11
October	21.88	20.74
November	22.82	21.69
December	24.00	22.32
2005		
January	24.55	23.49
February	25.20	23.71
March	24.33	22.91
April	24.30	22.97
May	24.83	23.57
June	26.18	24.55
July	26.80	25.85

Source: Datastream – August 2005

Dividends (gross per share, in EUR)

Type	Pay Date	Dividend Amount
YR	04.05.2005	0.60
YR	13.05.2002	1.00

Source: Datastream – August 2005

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