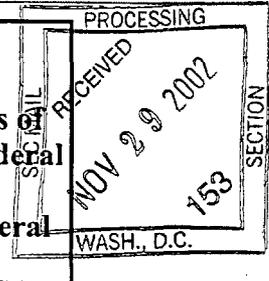


1209308

SEC 1972 Potential persons who are to respond to the collection of information contained in this (6-02) form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response... 1

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Table with SEC USE ONLY, Prefix, Serial, PROCESSED, DATE RECEIVED, DEC 10 2002

THOMSON FINANCIAL

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

Viking River Cruises S.A., Fall 2002 Offering

Filing Under (Check box(es) that apply): [] Rule 504 [X] Rule 505 [] Rule 506 [] Section 4(6) [X] ULOE

Type of Filing: [X] New Filing [] Amendment



02066086

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)

Viking River Cruises S.A.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number 3, rue de la Chapelle, L-1325 Luxembourg +352 4580 451 R.C.Luxembourg B56479, Attn. Charles Duro Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number Viking River Cruises AG +41 61 6386001 Schäferweg 18 CH-4057 Basel, Switzerland attn. Torstein Hagen

Brief Description of Business

River cruise vacations in Europe, Russia, and Ukraine http://www.sec.gov/divisions/corpfin/forms/formd.htm

11/12/2002

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Hagen, Torstein

Business or Residence Address (Number and Street, City, State, Zip Code)

Schäferweg 18, CH-4057 Basel, Switzerland

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Duro, Charles

Business or Residence Address (Number and Street, City, State, Zip Code)

3, rue de la Chapelle, BP 758, L-2017Luxembourg, R.C. Luxembourg

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Ehrnrooth, Robert G.

Business or Residence Address (Number and Street, City, State, Zip Code)

Wartsila Corporation, John Stenbergin Ranta 2, SF-00530 Helsinki, Finland

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Loudon, George

Business or Residence Address (Number and Street, City, State, Zip Code)

Suite B, Bristol House, 67 Lower Sloane Street, London SW1W8DD, England

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Roex, Erwin

Business or Residence Address (Number and Street, City, State, Zip Code)

NIB Capital, 7 Bishops Gate, London EC2N 3BX, England

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Salén, Christer S.

Business or Residence Address (Number and Street, City, State, Zip Code)

Bältgatan 2, 11459 Stockholm, Sweden

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

- 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
[x] []
 Answer also in Appendix, Column 2, if filing under ULOE.
- 2. What is the minimum investment that will be accepted from any individual?..... \$ 500,000
- 3. Does the offering permit joint ownership of a single unit?..... Yes No
[x] []
- 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

DVB Bank AG (DVB Capital Advisory)

Business or Residence Address (Number and Street, City, State, Zip Code)

80 Cheapside, London EC2V 6EE, England

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
- [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
- [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
- [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
- [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
- [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
- [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

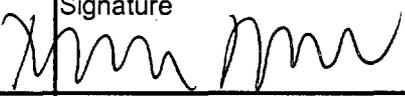
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$3,721,592	\$ 3,721,592
Equity	\$6,293,539	\$ 6,293,539
[] Common [x] Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify _____).	\$ 0	\$ 0
Total	<u>\$10,015,131</u>	<u>\$10,015,131</u>

Answer also in Appendix, Column 3, if filing under ULOE.

	Directors, & Affiliates	To Others
Salaries and fees	[]	[]
	\$ _____	\$ _____
Purchase of real estate	[]	[]
	\$ _____	\$ _____
Purchase, rental or leasing and installation of machinery and equipment	[]	[]
	\$ _____	\$ _____
Construction or leasing of plant buildings and facilities.....	[]	[]
	\$ _____	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]	[]
	\$ _____	\$ _____
Repayment of indebtedness	[]	[]
	\$1,815,310	\$1,891,100
Working capital	[]	[]
	\$ _____	\$ _____
Other (specify): _____	[]	[]
	\$ _____	\$ _____
<u>Marketing for 2003 season</u>	[]	\$5,840,785
	\$ _____	\$ _____
Column Totals	[]	[]
	\$1,815,310	\$7,731,885
Total Payments Listed (column totals added)	[]	\$9,547,195

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Viking River Cruises S.A.	Signature 	Date Nov. 15, 2002
Name of Signer (Print or Type) Torstein Hagen	Title of Signer (Print or Type) CEO & Chairman	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No
 [] []

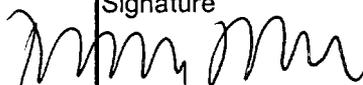
See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Viking River Cruises S.A.	Signature 	Date Nov. 15, 2002
Name of Signer (Print or Type) Torstein Hagen	Title (Print or Type) CEO & Chairman	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									

*<http://www.sec.gov/divisions/corpfin/forms/formd.htm>
Last update: 06/06/2002*