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BOS BETTER ONLINE SOLUTIONS LTD

Form S-8 POS

November 24, 2003

As filed with the Securities and Exchange  
Commission on November 24, 2003

REGISTRATION NO. 333-100971

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

B.O.S. BETTER ONLINE SOLUTIONS LTD.

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(Exact name of the Registrant as specified in its charter)

ISRAEL  
(State or other jurisdiction of  
incorporation or organization)

NOT APPLICABLE  
(I.R.S. Employer Identification No.)

Beit Rabin, Teradion Industrial Park  
MISGAV, ISRAEL  
(Address of Principal Executive Offices)

20179  
(Zip Code)

1999 Stock Option Plan (Incentive and Restricted Stock Options)  
2000 Stock Option Plan (Section 102 Stock Option/Stock Purchase Plan)  
Share Ownership and Option Plan (2001)  
Option Grant Agreement Between the Company and Mr. Israel Gal  
(Full title of the Plans)

BEIT RABIN, TERADION INDUSTRIAL PARK,  
MISGAV, ISRAEL  
(972-4) 990-7555

Corporation Service Company  
1177 Avenue of the Americas, 17th Floor  
NEW YORK, NY 10036  
(Name and address of agent for service)

Tel: (212) 299-9101  
(Telephone number, including area code, of agent for service)

COPY TO:  
Ephraim Abramson & Co.  
16B King George Street  
Jerusalem, Israel 94229  
(972) 2-624-5881

The Registration Statement on Form S-8 pertaining to 450,000 (given the effect of the 4-1 reverse stock split that occurred on May 29, 2003) Ordinary Shares of

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B.O.S. Better Online Solutions Ltd. (the "Issuer") was filed on October 29, 2002. Upon the adoption of the 2003 Israeli Share Option Plan, the Issuer has resolved not to grant any more options under other existing Plans, and therefore some of the shares registered for purchase under the Registration Statement, will not be purchased. This Post-Effective Amendment No. 1 is being filed to remove from registration 192,911 Ordinary Shares of the Issuer.

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, B.O.S. Better OnLine Solutions Ltd., 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 Post-Effective Amendment No. 1 to this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Misgav, State of Israel, on November 16, 2003.

B.O.S. BETTER ONLINE SOLUTIONS LTD.

By: /S/ Israel Gal

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ISRAEL GAL

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| SIGNATURE   | TITLE                                 | DATE              |
|---|---------------------------------------|-------------------|
| /S / Israel Gal<br>-----<br>Israel Gal              | President and Chief Executive Officer | November 16, 2003 |
| /S/ Edouard Cukierman<br>-----<br>Edouard Cukierman | Chairman of the Board of Directors    | November 16, 2003 |
| /S/ Nehemia Kaufman<br>-----<br>Nehemia Kaufman     | Chief Financial Officer               | November 16, 2003 |
| /S/ Zvika Greengold<br>-----<br>Zvika Greengold     | Director                              | November 16, 2003 |
| /S/ Eli Ben-Mayor<br>-----<br>Eli Ben-Mayor         | Director                              | November 19, 2003 |
| /S/ Boaz Harel<br>-----<br>Boaz Harel               | Director                              | November 16, 2003 |
| /S/ Yair Shamir<br>-----                            | Director                              | November 16, 2003 |

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Yair Shamir

/S/ Yael Ilan

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Yael Ilan

Director

November 16, 20

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/S/ Adi Raveh

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Adi Raveh

Director

November 16, 20

/S/ Ronen Zavlik

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Ronen Zavlik

Director

November 16, 20

Authorized Representative in the United States:

/S/ Corporation Service Company

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Corporation Service Company

November 18, 2003

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