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COMMTOUCH SOFTWARE LTD
Form S-8 POS
June 25, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8 (POST-EFFECTIVE AMENDMENT)
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

COMMTOUCH SOFTWARE LTD.
(Exact Name of Registrant as Specified in Its Charter)

| | |
|--|---|
| Israel | Not Applicable |
| ----- (State or Other Jurisdiction of Incorporation or Organization) | ----- (I.R.S. Employer Identification No) |
| 1A Hazoran Street, Poleg Industrial Park, Netanya, 42504, Israel | N/A |
| ----- (Address of Principal Executive Offices) | ----- (Zip Code) |

COMMTOUCH SOFTWARE LTD. 1999 EMPLOYEE STOCK PURCHASE PLAN

(Full title of the Plan)

Devyani Patel
Vice President Finance
Commtouch Software Ltd.
c/o Commtouch Inc.
1300 Crittenden Lane, Suite 103
Mountain View, California 94043

(Name and Address of Agent For Service)

(650) 864-2000
(Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Gary Davis
General Counsel and Secretary
Commtouch Inc.
1300 Crittenden Lane, Suite 103
Mountain View, CA 94043
Tel: 650-864-2290
Fax: 650-864-2006

Aaron M. Lampert
Naschitz, Brandes & Co.
5 Tuval Street
Tel Aviv 67897 Israel
Tel: 972-3-623-5000
Fax: 972-3-623-5005

DEREGISTRATION OF SHARES

Pursuant to the undertakings of Registrant under Registration Statement No. 333-94995 (filed January 20, 2000) and Registration No. 333-65532 (filed July 20, 2001), Registrant hereby removes from registration (under the stated

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registration statements) 56,323 Ordinary Shares previously registered in connection with the Commtouch Software Ltd. 1999 Employee Stock Purchase Plan ("Plan") and which remained unsold at the termination of the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant 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 to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on June 25, 2004.

COMMTOUCH SOFTWARE LTD.

By: /s/ Devyani Patel

Devyani Patel
Vice President, Finance

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to registration statements has been signed by the following persons in the capacities and on the dates indicated.

| Name | Title | Date |
|--|--|---------------|
| ----- /s/ GIDEON MANTEL* ----- Gideon Mantel | Chief Executive Officer and Director (Principal Executive Officer) | June 25, 2004 |
| ----- /s/ DEVYANI PATEL* ----- Devyani Patel | Vice President Finance (Principal Financial and Accounting Officer) | June 25, 2004 |
| ----- /s/ CAROLYN CHIN* ----- Carolyn Chin | Director, Chairman of Board | June 25, 2004 |
| ----- /s/ AMIR LEV * ----- Amir Lev | Director | June 25, 2004 |
| ----- /s/ OFER SEGEV* ----- Ofer Segev | Director | June 25, 2004 |
| ----- /s/ RICHARD SORKIN * ----- Richard Sorkin | Director | June 25, 2004 |
| ----- /s/ NAHUM SHARFMAN * ----- | Director | June 25, 2004 |

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| | | |
|---------------------------|---|---------------|
| ----- Nahum Sharfman | | |
| /s/ LLOYD E. SHEFSKY * | Director | June 25, 2004 |
| ----- Lloyd E. Shefsky | | |
| /s/ DEVYANI PATEL | *Individually and as Attorney-in-fact and Authorized U.S. Representative | June 25, 2004 |
| ----- Devyani Patel | | |

INDEX TO EXHIBITS

| Exhibit Number ----- | Exhibit ----- |
|----------------------------|-------------------|
| 24.1 | Power of Attorney |