

COMMTOUCH SOFTWARE LTD  
Form S-8 POS  
June 08, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM S-8 (POST -EFFECTIVE AMENDMENT NO. 2)**

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, P.O. Box 8511  Netanya 42504, Israel	N/A
_____ ( Address of Principal Executive Offices)	_____ (Zip Code)

**WINGRA TECHNOLOGIES, LLC 1998 UNIT OPTION PLAN**

(Full title of the Plan)

Devyani Patel  
Vice President Finance  
Commtouch Software Ltd.  
c/o Commtouch Inc.

1300 Crittenden Lane, Ste. 103

Mountain View, California 94043

\_\_\_\_\_  
(Name and Address of Agent for Service)

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(650) 864-2000

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(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Gary Davis	Aaron M. Lampert	Nathaniel M. Cartmell III
General Counsel & Secretary	Naschitz, Brandes & Co.	Pillsbury Winthrop Shaw Pittman LLP
Commtouch Inc.	5 Tuval Street	P.O. Box 7880
1300 Crittenden Lane, Suite 103	Tel Aviv 67897 Israel	San Francisco, California 94120
Mountain View, CA 94043	Tel: 972-3-623-5000	(415) 983-1000
Tel: (650) 864-2000	Fax: 972-3-623-5005	
Fax: (650) 864-2006		

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**DEREGISTRATION OF UNSOLD SECURITIES**

Pursuant to the undertakings of Registrant under Registration No. 333-65532 (filed July 20, 2001), Registrant hereby removes from registration the Ordinary Shares previously registered in connection with the Wingra Technologies, LLC 1998 Unit Option Plan and which remained unsold when the Company ceased its sponsorship of the plan following its sale of Wingra in 2002.

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**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 May 31, 2006.

**COMMTOUCH SOFTWARE LTD.**

By: /s/ Devyani Patel

Devyani Patel

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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.

Signature	Title	Date
/s/ Gideon Mantel	Chief Executive Officer and Director	May 31, 2006
Gideon Mantel	(Principal Executive Officer)	
/s/ Devyani Patel	Vice President, Finance	May 31, 2006
Devyani Patel	(Principal Financial and Accounting Officer)	
/s/ Ian Bonner	Executive Chairman of the Board	May 30, 2006
Ian Bonner		
/s/ Amir Lev	Director	May 28, 2006
Amir Lev		
/s/ Ofer Segev	Director	May 19, 2006
Ofer Segev		
/s/ Nahum Sharfman	Director	May 19, 2006
Nahum Sharfman		
/s/ Lloyd E. Shefsky	Director	May 23, 2006
Lloyd E. Shefsky		
/s/ Devyani Patel	Authorized U.S. Representative	May 31, 2006
Devyani Patel		