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RENTRAK CORP
Form S-8 POS
July 28, 2004

Registration No. 33-40472

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2

TO

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

RENTRAK CORPORATION

(Exact name of registrant as specified in its charter)

Oregon 93-0780536
(State of incorporation) (IRS Employer Identification No.)

7700 N.E. Ambassador Place
Portland, Oregon 97220
(Address of principal executive offices) (Zip Code)

1986 RESTATED AND AMENDED STOCK OPTION PLAN
1985 STOCK INCENTIVE PLAN
1985 KEY EMPLOYEE INCENTIVE STOCK OPTION PLAN
INDIVIDUAL WRITTEN COMPENSATION PLAN
(Full title of the plans)

F. Kim Cox
President and Secretary
Rentrak Corporation
7700 N.E. Ambassador Place
Portland, Oregon 97220
Telephone (503) 284-7581
(Name, address, and telephone number of agent for service)

DEREGISTRATION

Pursuant to Registration Statement on Form S-8 (No. 33-40472) filed with the Securities and Exchange Commission on May 10, 1991, Rentrak Corporation, an Oregon corporation, registered 977,676 shares of common stock, \$0.001 par value per share, for issuance under the compensatory plans and arrangements listed on

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the cover page hereof. The Registration Statement is hereby amended to deregister the shares of common stock, \$0.001 par value per share, of Rentrak Corporation remaining unsold.

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SIGNATURES

The Registrant.

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 Portland, state of Oregon, on the 26th day of July, 2004.

RENTRAK CORPORATION
(Registrant)

By /s/ F. Kim Cox

F. Kim Cox
President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to registration statement has been signed by the following persons in the capacities indicated as of the 26th day of July, 2004.

Signature Title

Principal Executive Officer and Director:

/s/ Paul A. Rosenbaum
----- Chairman and Chief Executive Officer,
Paul A. Rosenbaum Director

Principal Financial and Accounting Officer:

/s/ Mark L. Thoenes
----- Senior Vice President and Chief
Mark L. Thoenes Financial Officer

A majority of the Board of Directors:

/s/ Cecil D. Andrus

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Cecil D. Andrus Director

/s/ George H. Kuper

George H. Kuper Director

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/s/ Joon S. Moon

Joon S. Moon Director

James G. Petcoff Director

/s/ Stanford C. Stoddard

Stanford C. Stoddard Director

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