

CENTRA SOFTWARE INC
Form POS AM
February 01, 2006

As filed with the Securities and Exchange Commission on January 31, 2006
Registration No. 333-123718

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

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CENTRA SOFTWARE, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

*(State or Other Jurisdiction
of Incorporation or Organization)*

04-3268918

*(I.R.S. Employer
Identification Number)*

430 Bedford Street

Lexington, Massachusetts

*(Address of Principal Executive
Offices))*

02420

(Zip Code)

**Centra Software, Inc. 1999 Stock Incentive Plan
Centra Software, Inc. 1999 Employee Stock Purchase Plan**
(Full Title of the Plan)

**Leon Navickas
Centra Software, Inc.
430 Bedford Street**

Lexington, MA 02420

(Name and Address of Agent for Service)

(781) 861-7000

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

With copies to:

Robert L. Birnbaum, Esq.

Foley Hoag llp

155 Seaport Boulevard

Boston, Massachusetts 02210

(617) 832-1000

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We registered 800,000 shares of our common stock issuable under our 1999 Stock Incentive Plan pursuant to an amendment to the plan approved by our stockholders in May 2004 and 600,000 shares of our common stock issuable under our 1999 Employee Stock Purchase Plan pursuant to evergreen increases as provided in the plan approved by our stockholders in November 1999. We hereby remove from registration all of the shares of common stock registered under this registration statement which have not been sold as of the time of filing of this Post-Effective Amendment No. 1.

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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Lexington, The Commonwealth of Massachusetts, on this 31st day of January, 2006.

Centra Software, Inc.

By: /s/ Leon Navickas

Name: Leon Navickas

Title: Chief Executive Officer