

COMMTOUCH SOFTWARE LTD
Form S-8
June 25, 2008

As filed with the Securities and Exchange Commission on June 25, 2008

Registration No. 333-_____

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

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

COMMTOUCH SOFTWARE LTD.

(Exact name of registrant as specified in its charter)

Israel
(State or other jurisdiction of
incorporation or organization)

Not applicable
(I.R.S. Employer
Identification No.)

4A Hazaron Street
Poleg Industrial Park, P.O. Box 8511
Netanya, 42504, Israel
(Address of principal executive offices)

N/A
(Zip Code)

Amended and Restated Commtouch Software Ltd. 1999 Nonemployee Directors Stock Option Plan,
Amended and Restated Israeli Share Option Plan and
2006 U.S. Stock Option Plan
(Full title of the plans)

Ron Ela
Commtouch Inc.
292 Gibraltar Drive, Suite 107
Sunnyvale, California 94089
(Name and Agent for Service)

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

Copies to:

Gary Davis
VP, General Counsel & Secretary
Commtouch Inc.
292 Gibraltar Drive, Suite 107
Sunnyvale, California 94089
Tel: (650) 864-2000

Aaron M. Lampert
Naschitz, Brandes & Co.
5 Tuval Street
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Howard E. Berkenblit
Z.A.G/S&W LLP
One Post Office Square
Boston, MA 02109
Tel: (617) 338-2800
Fax: (617) 338-2880

Fax: (650) 864-2006

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act

Large accelerated filer Accelerated filer Non-accelerated filer Smaller Reporting Company

(do not check if smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Ordinary Shares Issuable Under the Amended and Restated Commtouch Software Ltd. 1999 Nonemployee Directors Stock Option Plan, Amended and Restated Israeli Share Option Plan and 2006 U.S. Stock Option Plan, NIS 0.15 Nominal Value	500,000	\$3.405	\$1,702,500	\$66.91

- (1) Pursuant to Rule 416(a) and (b) under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional ordinary shares which become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction which results in an increase in the number of the outstanding ordinary shares. Pursuant to General Instruction E of Form S-8, the contents of Registration Statement No. 333-94995 (filed January 20, 2000), Registration No. 333-65532 (filed July 20, 2001) and Registration No. 333-141177 (filed March 9, 2007) are incorporated by reference. The shares registered hereby may be issued under any of the three plans indicated, in any combination, not to exceed 500,000 shares in the aggregate under all three plans.
- (2) The proposed maximum offering price per share and the proposed maximum aggregate offering price have been estimated solely for the purpose of calculating the amount of the registration fee on the basis of the average of the high and low prices as reported for an ordinary share on the Nasdaq Capital Market on June 20, 2008 pursuant to Rule 457(h)(1) and 457(c).

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.

Pursuant to Rule 429 of the General Rules and Regulations under the Securities Act, the prospectuses that are a part of this Registration Statement will be used in connection with the offer and sale of Ordinary Shares of the Registrant previously registered under the Registrant's Registration Statements on Form S-8 (Registration Nos. 333-94995, 333-65532 and 333-141177).

EXPLANATORY NOTE

We are filing this Registration Statement on Form S-8 to register an additional 500,000 Ordinary Shares for issuance under the Commtouch Software Ltd. Amended and Restated Israeli Share Option Plan, the Commtouch Software Ltd. 2006 U.S. Stock Option Plan and the Amended and Restated Commtouch Software Ltd. 1999 Nonemployee Directors Stock Option Plan.

In accordance with General Instruction E of Form S-8, the contents of the Registrant's Registration Statements on Form S-8 (Registration No. 333-94995 (filed January 20, 2000), Registration No. 333-65532 (filed July 20, 2001) and Registration No. 333-141177 (filed March 9, 2007) are incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the information set forth below.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission (the "Commission") are hereby incorporated by reference in this Registration Statement:

(a) Our Annual Report on Form 20-F for the fiscal year ended December 31, 2007;

(b) Our report on Form 6-K filed on May 6, 2008, containing the Registrant's press release of May 5, 2008 covering financial results of the Registrant for the first quarter of 2008 (excluding all financial information not prepared in accordance with US generally accepted accounting principles (GAAP), identified as Non-GAAP financial information or measures);

(c) The description of our ordinary shares contained in the registration statement under the Securities Exchange Act of 1934, as amended (the "Exchange Act") as filed with the Commission on June 25, 1999, and any subsequent amendment or report filed for the purpose of updating this description.

In addition, all subsequent annual reports filed on Form 20-F prior to the termination of this offering are incorporated by reference into this prospectus. Also, we may incorporate by reference our future reports on Form 6-K by stating in those Forms that they are being incorporated by reference into this prospectus.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, are deemed to be incorporated by reference into this registration statement and to be part hereof from the respective dates of filing of such documents. Any statement contained in this registration statement or in a document incorporated by reference shall be deemed modified or superseded to the extent that a statement contained in any subsequently filed document which also is or is deemed to be incorporated by reference herein or therein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof, except as so modified or superseded.

Item 8. Exhibits.

Exhibit No.	Description
4.1	Amended and Restated Articles of Association of the Registrant (incorporated by reference to the Company's Annual Report on Form 20-F for the year ended December 31, 2007).
5.1	Opinion of Naschitz, Brandes & Co.
23.1	Consent of Kost Forer Gabbay & Kasierer, A member of Ernst & Young Global.
23.2	Consent of Naschitz, Brandes & Co. (included in Exhibit 5.1).
24.1	Power of Attorney (included in the signature page to this registration statement).

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 City of Netanya, State of Israel, on the 22nd day of June, 2008.

COMMTOUCH SOFTWARE LTD.

By: /s/ Ron Ela

Ron Ela
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-8 has been signed below by the following persons in the capacities and on the dates indicated. The undersigned officers and directors of the registrant hereby severally constitute and appoint Gideon Mantel and Ron Ela, and each of them, our true and lawful attorney-in-fact to sign for us and in our names in the capacities indicated below any and all amendments or supplements, whether pre-effective or post-effective, to this registration statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Commission, granting unto each of said attorneys, acting singly, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming our signatures to said amendments to this registration statement signed by our said attorneys and all else that said attorneys may lawfully do and cause to be done by virtue hereof.

<u>Name</u>	<u>Title</u>	<u>Date</u>
/s/ Gideon Mantel Gideon Mantel	Chief Executive Officer (Principal Executive Officer) and Chairman of the Board Directors	June 22, 2008
/s/Ron Ela Ron Ela	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 22, 2008
/s/Yair Bar-Touv Yair Bar-Touv	Director	June 22, 2008
/s/Hila Karah Hila Karah	Director	June 22, 2008
/s/Amir Lev Amir Lev	Director	June 22, 2008
/s/Yair Shamir Yair Shamir	Director	June 22, 2008

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/s/Lloyd E. Shefsky
Lloyd E. Shefsky

Director

June 22, 2008

By: /s/Commtouch Inc.
Commtouch Inc.

Authorized Representative in the United States.

June 22, 2008

Name: Ron Ela
Title: Chief Financial Officer

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INDEX TO EXHIBITS

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