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RENTRAK CORP  
Form S-8 POS  
July 28, 2004

Registration No. 33-40472

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2

TO

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

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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)

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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  
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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  
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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  
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Joon S. Moon Director

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James G. Petcoff Director

/s/ Stanford C. Stoddard  
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Stanford C. Stoddard Director

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