

COMMTOUCH SOFTWARE LTD  
Form POS AM  
February 23, 2012

As filed with the Securities and Exchange Commission on February 23, 2012.

Registration No. 333-121918

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**Post-Effective Amendment No. 1**

**to**

Form F-3

**REGISTRATION STATEMENT**

**Under**

**THE SECURITIES ACT OF 1933**

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**COMMTOUCH SOFTWARE LTD.**

(Exact name of registrant as specified in its charter)

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Israel                                      Not Applicable  
(State or other jurisdiction of   (I.R.S. Employer  
Incorporation or organization) Identification No.)

**Commtouch Software Ltd.**

**4A Hazoran Street**

**Poleg Industrial Park, P.O. Box 8511**

**Netanya 42504, Israel**

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**c/o Commtouch Inc.**

**Gary Davis, VP, General Counsel & Corp. Secretary**

**292 Gibraltar Dr., Ste. 107**

**Sunnyvale, CA 94089**

**(650) 864-2000**

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

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***With copies to:***

**Gary Davis**

**VP, General Counsel & Corp. Secretary**

**Commtouch Inc.**

**292 Gibraltar Dr., Suite 107**

**Sunnyvale, CA 94089**

**Tel: (650) 864-2000**

**Fax: (650) 864-2006**

**Aaron M. Lampert**

**Naschitz, Brandes & Co.**

**5 Tuval Street**

**Tel Aviv 67897 Israel**

**Tel: 972-3-623-5000**

**Fax: 972-3-623-5005**

**Howard Berkenblit**

**Zysman Ahararoni Gayer and**

**Sullivan & Worcester LLP**

**One Post Office Square  
Boston, MA 02109**

**(617) 338-2979**

Approximate date of commencement of proposed sale to the public: N/A

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If any of the securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Ruler 413(b) under the Securities Act, check the following box.

## **DEREGISTRATION OF UNSOLD SECURITIES**

Under Registration Statement on Form F-3 (File No. 333-121918) (the "Registration Statement"), Commtouch Software Ltd. (the "Company") previously registered up to an aggregate of 6,955,684 of the Company's Ordinary Shares, NIS 0.05 nominal value per share (2,318,561 shares following a reverse split at a ratio of one for three Ordinary Shares on January 2, 2008, NIS 0.15 nominal value per share) (the "Ordinary Shares"), to be sold by certain selling security holders of the Company.

Pursuant to the Company's undertaking in Item 10 of Part II of the Registration Statement, the Company intends to remove from registration under the Registration Statement, including all amendments and exhibits thereto, the unsold portion of Ordinary Shares registered thereon. The Ordinary Shares were to be issued upon i) conversion of certain of the Company's Series A Preferred Shares sold to various, named security holders under a Redemption, Amendment and Exchange Agreement (the "RAE") entered into by the Company with such security holders, plus ii) the exercise of warrants issued to the security holders under the RAE and additional investment rights arising under a prior Securities Purchase Agreement entered into by the Company with such security holders. These Ordinary Shares were registered on the Registration Statement to fulfill a contractual obligation. This obligation further required the Company to maintain the effectiveness of the Registration Statement until the earlier of a) the date as of which the security holders could sell all of the Ordinary Shares covered by such Registration Statement without restriction pursuant to Rule 144(k) (or any successor thereto) promulgated under the 1933 Act or b) such time as all Ordinary Shares offered under the Registration Statement were sold. This period has expired.

Accordingly, the Company hereby de-registers all Ordinary Shares registered pursuant to the Registration Statement that as of effectiveness of this Post-Effective Amendment No. 1 remain unsold thereunder.

**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 F-3, and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Netanya, State of Israel, on February 12, 2012.

Commtouch Software Ltd.

By: /s/ Ron Ela  
 Ron Ela  
 Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement on Form F-3 has been signed by the following persons in the capacities and on the dates indicated.

| Signature                            | Title  | Date              |
|--------------------------------------|--|-------------------|
| /s/ Shlomi Yanai<br>Shlomi Yanai     | Chief Executive Officer<br>(Principal Executive Officer)                   | February 12, 2012 |
| /s/ Ron Ela<br>Ron Ela               | Chief Financial Officer<br>(Principal Financial and<br>Accounting Officer) | February 12, 2012 |
| /s/ Lior Samuelson<br>Lior Samuelson | Chairman of the Board  | February 12, 2012 |
| /s/ Yair Bar-Touv<br>Yair Bar-Touv   | Director   | February 12, 2012 |
| /s/ James Hamilton<br>James Hamilton | Director   | February 16, 2012 |
| /s/ Hila Karah<br>Hila Karah         | Director   | February 12, 2012 |
| /s/ Aviv Raiz<br>Aviv Raiz           | Director   | February 12, 2012 |
| /s/ Yair Shamir<br>Yair Shamir       | Director   | February 12, 2012 |

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/s/ Lloyd E. Shefsky Director February 12, 2012  
Lloyd E. Shefsky

/s/ Todd Thomson Director February 12, 2012  
Todd Thomson

/s/ Shlomi Yanai Authorized U.S. Representative February 12, 2012  
Shlomi Yanai