

SOFTECH INC  
Form S-8 POS  
August 16, 2010

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8**

**Registration No. 333-61427**

**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***

**SOFTECH, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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

**04-2453033**  
(I.R.S. Employer  
Identification No.)

**59 Lowes Way, Suite 401**

**Lowell, Massachusetts 01851**

(Address of Principal Executive Offices)(Zip Code)

**SOFTECH, INC. 1994 STOCK OPTION PLAN**

(Full Title of the Plan)

**Jean J. Croteau**

**59 Lowes Way, Suite 401**

**Lowell, Massachusetts 01851**

**(978) 513-2700**

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

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  (Do not check if a smaller reporting company)

Smaller reporting company

**REMOVAL OF SECURITIES FROM REGISTRATION**

On August 13, 1998, SofTech, Inc. (the Company ) filed a Registration Statement on Form S-8 (File No. 333-61427) (the Registration Statement ) with the Securities and Exchange Commission with respect to 600,000 shares of the Company s common stock, par value \$0.10 per share (the Common Stock ), registered for issuance under the SofTech, Inc. 1994 Stock Option Plan (the Plan ).

This Post-Effective Amendment No. 1 is being filed to remove from registration the Common Stock registered with respect to the Plan and plan interests not heretofore sold pursuant to the Registration Statement. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such Common Stock and plan interests.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Lowell, Commonwealth of Massachusetts, on this 16<sup>th</sup> day of August, 2010.

SOFTECH, INC.

By: /s/ Amy McGuire  
Name: Amy McGuire  
Title: Chief Financial Officer