

ASPYRA INC  
Form S-8 POS  
March 18, 2010

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

Aspyra, Inc.  
(Exact name of registrant as specified in its charter)

|                                                                   |                                                             |                                         |
|-------------------------------------------------------------------|-------------------------------------------------------------|-----------------------------------------|
| California                                                        | 7373                                                        | 95-3353465                              |
| (State or other jurisdiction of<br>Incorporation or organization) | (Primary Standard Industrial<br>Classification Code Number) | (I.R.S. Employer<br>Identification No.) |

4360 Park Terrace Drive, Suite 220  
Westlake Village, CA 91361  
(818) 880-6700  
(Address including zip code, and telephone number, including area code, of registrant's principal executive offices)

Ademola Lawal  
4360 Park Terrace Drive, Suite 220  
Westlake Village, CA 91361  
(818) 880-6700  
(Address including zip code, and telephone number, including area code, of agent for service)

Copies to:

David Manno, Esq.  
Jeff Cahlon, Esq.  
Sichenzia Ross Friedman Ference LLP  
61 Broadway, 32nd Floor  
New York, New York 10006  
(212) 930-9700

2005 Equity Incentive Plan  
(Full Title of the Plan)

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 12b2 of the Exchange Act.

Large accelerated  
filer

Accelerated filer

Non-accelerated   
filer (Do not check if a smaller  
reporting company)

Smaller reporting   
company

DEREGISTRATION OF SHARES

This Post-Effective Amendment No. 1 to Form S-8 (No. 333-138795), which was declared effective by the Securities and Exchange Commission on November 17, 2006 (the "Registration Statement"), is being filed to deregister all securities that were previously registered under the Registration Statement and have not been sold or otherwise issued as of the date of the filing hereof, and to terminate the effectiveness of the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Westlake Village, State of California, on March 18, 2010.

ASPYRA, INC.

By: /s/ Ademola Lawal  
Ademola Lawal, Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Marina Varela  
Marina Varela, Chief Accounting Officer  
(Principal Financial Officer and Principal  
Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature                                              | Title                                                                       | Date           |
|--------------------------------------------------------|-----------------------------------------------------------------------------|----------------|
| /s/ Ademola Lawal<br>Ademola Lawal                     | Chief Executive Officer and Director<br>(Principal Executive Officer)       | March 18, 2010 |
| /s/ Marina Varela<br>Marina Varela                     | Chief Accounting Officer<br>(Principal Accounting and Financial<br>Officer) | March 18, 2010 |
| /s/ James Zierick<br>James Zierick                     | Chairman                                                                    | March 18, 2010 |
| /s/ Robert S. Fogerson, Jr.<br>Robert S. Fogerson, Jr. | Director                                                                    | March 18, 2010 |
| /s/ Norman R. Cohen<br>Norman R. Cohen                 | Director                                                                    | March 18, 2010 |
| /s/ Jeffrey Tumbleson<br>Jeffrey Tumbleson             | Director                                                                    | March 18, 2010 |
| Lawrence Schmid                                        | Director                                                                    | March 18, 2010 |

