

SPESCOM SOFTWARE INC
Form POS AM
November 04, 2005

As filed with the Securities and Exchange Commission on November 4, 2005

Registration No. 333-112295

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 3
TO FORM S-2**

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Spescom Software Inc.

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

95-3634089
(IRS Employer Identification Number)

**10052 Mesa Ridge Court, Suite 100
San Diego, California 92121
(858) 625-3000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Agent for Service:
John W. Low
Chief Financial Officer and Secretary**

**Copy to:
Russell C. Hansen
Gibson, Dunn & Crutcher, LLP**

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Spescom Software Inc.
10052 Mesa Ridge Court, Suite 100
San Diego, California 92121
(858) 625-3000

1881 Page Mill Rd.
Palo Alto, CA 94304
(650) 849-5300

(Name and address, including zip code, and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale of securities to the public: From time to time after the effective date of this registration statement.

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, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If the registrant elects to deliver its latest annual report to security holders, or a complete and legible facsimile thereof, pursuant to Item 11(a)(1) of this Form, check the following box.

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 filed pursuant to Rule 462(d) 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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

DEREGISTRATION OF SECURITIES

The purpose of this Post-Effective Amendment No. 3 (this Amendment) to the Registration Statement on Form S-2 (Registration No. 333112295) (the Registration Statement) is to deregister all securities registered pursuant to the Registration Statement but unissued as of the date this Amendment is filed.

SIGNATURES

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Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on this 4th day of November, 2005.

SPESCOM SOFTWARE INC.

/s/ JOHN W. LOW
John W. Low,
Chief Financial Officer and Secretary

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

Signature	Title	Date
<i>/s/ KEITH STENTIFORD</i> Keith Stentiford	Chief Executive Officer; Director (Principal Executive Officer)	November 4, 2005
<i>/s/ JOHN W. LOW</i> John W. Low	Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	November 4, 2005
<i>/s/ MICHAEL SILVERMAN</i> Michael Silverman	Chairman and Director	November 4, 2005
* D. Ross Hamilton	Director	November 4, 2005
* Hilton Isaacman	Director	November 4, 2005
* Johann Leitner	Vice President, Strategic Marketing; Director	November 4, 2005
* Larry D. Unruh	Director	November 4, 2005
* James P. Myers	Director	November 4, 2005

* */s/ JOHN W. LOW*
John W. Low, Attorney-in-Fact