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ELEVON INC
Form S-8 POS
July 29, 2003

Registration No.

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

Elevon, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

95-2862954

(State or Other Jurisdiction of
Incorporation or Organization)

(I.R.S. Employer Identification No.)

303 Second Street, Three North, San Francisco, California 94107

(Address of Principal Executive Offices) (Zip Code)

1992 Employee Stock Purchase Plan, as Amended
1994 Equity Incentive Plan, as Amended

(Full Title of the Plans)

Kirk Isaacson
President and Secretary
Elevon, Inc.

303 Second Street, Three North
San Francisco, California 94107
(415) 495-8811

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

Copy to:
Robert Loper, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000

DEREGISTRATION OF SECURITIES

Through the filing of this Post-Effective Amendment No. 1 to the
Registration Statement on Form S-8, filed on June 19, 1998 (the "Registration

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Statement"), Elevon, Inc. hereby deregisters any and all securities that were previously registered pursuant to the Registration Statement that have not been sold or otherwise issued as of the date hereof.

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 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 Chicago, State of Illinois, on this 28th day of July, 2003.

ELEVON, INC.

By: /s/ Kirk Isaacson

Kirk Isaacson
President 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 indicated, on this 28th day of July, 2003.

Name, Signature and Title

/s/ Kirk Isaacson

Kirk Isaacson
President, Secretary and Sole Director
(principal executive officer)

/s/ Stephen Earhart

Stephen Earhart
Treasurer
(principal financial and accounting
officer)