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ELEVON INC  
Form S-8 POS  
July 29, 2003

Registration No.

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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Elevon, Inc.

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(Exact Name of Registrant as Specified in Its Charter)

Delaware

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95-2862954

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(State or Other Jurisdiction of  
Incorporation or Organization)

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

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

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(Address of Principal Executive Offices) (Zip Code)

1994 Equity Incentive Plan  
Supplemental Nonstatutory Stock Options to Purchase Common Stock

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(Full Title of the Plans)

Kirk Isaacson  
President and Secretary  
Elevon, Inc.  
303 Second Street, Three North  
San Francisco, California 94107  
(415) 495-8811

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(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 December 5, 1994 (the "Registration  
Statement"), Elevon, Inc. hereby deregisters any and all securities that were

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

/s/ Stephen Earhart  
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Stephen Earhart  
Treasurer  
(principal financial and accounting  
officer)