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EGAIN COMMUNICATIONS CORP

Form S-8

January 14, 2002

As filed with the Securities and Exchange Commission on January 14, 2002

Registration No. 333-_____

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

eGAIN COMMUNICATIONS CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

77-0466366
(I.R.S. Employer
Identification No.)

714 E. Evelyn Avenue
Sunnyvale, CA
(Address of principal
executive offices)

94086
(Zip Code)

eGain Communications Corporation
Amended and Restated 1998 Stock Plan
(Full title of plan)

Ashutosh Roy
Chief Executive Officer
eGain Communications Corporation
714 E. Evelyn Avenue
Sunnyvale, CA 94086
(408) 737-7400
(Name, address and telephone
number of agent for service)

Copy to:
Stanley F. Pierson, Esq.
Pillsbury Winthrop LLP
2550 Hanover Street
Palo Alto, CA 94304
(650) 233-4500

CALCULATION OF REGISTRATION FEE

Title of securities to be registered/(1)/	Amount to be registered/(2)/	Proposed maximum offering price per share/(3)/	o

Common Stock, par value \$.001 per share: To be

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issued under the eGain Communications Corporation
Amended and Restated 1998 Stock Plan

2,000,000

\$1.50

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/(1)/ The securities to be registered include options to acquire Common Stock.

/(2)/ Calculated pursuant to General Instruction E on Form S-8.

/(3)/ Estimated pursuant to Rule 457(h) under the Securities Act of 1933, as amended (the "Securities Act") solely for the purposes of calculating the registration fee. The maximum offering price per share is based upon the average of the high and low prices of the Registrant's Common Stock on January 7, 2002, as reported on the Nasdaq Stock Market.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

INFORMATION REQUIRED PURSUANT
TO GENERAL INSTRUCTION E TO FORM S-8

General Instruction E Information

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

Registrant's Form S-8 Registration Statement filed with the Securities and Exchange Commission on March 21, 2000 (File No. 333-32854) is hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission are hereby incorporated by reference in this Registration Statement:

(a) Registrant's Annual Report on Form 10-K for its fiscal year ended June 30, 2001, filed with the Securities and Exchange Commission on September 28, 2001 and incorporated herein by reference.

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") since the end of the fiscal year referred to in (a) above, covered by the Registration document.

(c) The description of Registrant's Capital Stock contained in Registrant's registration statement on Form 8-A, filed September 3, 1999 pursuant to Section 12(g) of the Exchange Act.

In addition, all documents subsequently filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this

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registration statement and to be a part hereof from the date of filing of such documents.

Exhibits.

See Exhibit Index, which list of exhibits is incorporated herein by reference.

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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 Sunnyvale, State of California, on the 14th day of January, 2002.

eGAIN COMMUNICATIONS CORPORATION

By /s/ Ashutosh Roy

Ashutosh Roy
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ashutosh Roy, Gunjan Sinha, William McGrath and Milind Kasbekar, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or their substitutes may lawfully do or cause to be done by virtue hereof.

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.

Table with 3 columns: Name, Title, Date. Row 1: /s/ Ashutosh Roy, Chief Executive Officer and Director (Principal Executive Officer), January 14, 2002. Row 2: /s/ Gunjan Sinha, President and Director, January 14, 2002.

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Gunjan Sinha

Name -----	Title -----	
/s/ Harpreet Grewal ----- Harpreet Grewal	Chief Financial Officer (Principal Financial Officer)	Janua
/s/ Milind Kasbekar ----- Milind Kasbekar	Vice President-Finance and Administration (Principal Accounting Officer)	Janua
/s/ David Brown ----- David Brown	Director	Janua
/s/ Mark A. Wolfson ----- Mark A. Wolfson	Director	Janua
/s/ Phiroz P. Darukhanavala ----- Phiroz P. Darukhanavala	Director	Janua

INDEX TO EXHIBITS

Exhibit No. -----	Description -----
5.1	Opinion of Pillsbury Winthrop LLP.
23.1	Consent of Ernst & Young LLP, Independent Auditors.
23.2	Consent of Pillsbury Winthrop LLP (included in Exhibit 5.1).
24.1	Powers of Attorney (see Signature page).
99.1*	eGain Communications Corporation Amended and Restated 1998 Stock Plan.

* Incorporated by reference to Exhibit 10.3 to Registrant's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on July 22, 1999 (File No. 333-83439).

