

ALTIGEN COMMUNICATIONS INC  
Form S-8 POS  
November 02, 2010

Registration No. 333-156482

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UNITED STATES  
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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ALTIGEN COMMUNICATIONS, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other  
jurisdiction of  
incorporation or  
organization)

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94-3204299  
(I.R.S Employer  
Identification  
Number)

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410 East Plumeria Drive, San Jose, CA 95134  
(Address of principal executive offices)(Zip code)

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1999 Stock Option Plan  
1999 Employee Stock Purchase Plan  
(Full title of the plan)

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Jeremiah Fleming  
Chief Executive Officer  
AltiGen Communications, Inc.  
410 East Plumeria Drive  
San Jose, CA 95134  
(Name and address of agent for service)

(408) 597-9000  
(Telephone number, including area code, of agent for service)

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 12b-2 of the Exchange Act. (Check one):

Non-accelerated filer o

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Large accelerated  
filer o

Accelerated  
filer o

Smaller reporting  
company p

(Do not check if a  
smaller reporting  
company)

Deregistration of Unsold Securities

On December 29, 2008, AltiGen Communications, Inc. (the "Company"), filed a registration statement on Form S-8 (File No. 333-156482) (the "Registration Statement"). The Registration Statement registered certain shares of the Company's common stock (the "Common Stock") issuable under the Company's 1999 Stock Option Plan and 1999 Employee Stock Purchase Plan.

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The Company has elected to voluntarily deregister all of the shares of Common Stock of the Company which are authorized for sale under the Registration Statement but which remain unsold to date. In accordance with an undertaking by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities that remain unsold at the termination of the offering, the Company hereby removes from registration the securities of the Company that are registered, but unsold, under the Registration Statement.

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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California on November 1, 2010.

AltiGen Communications, Inc.

By: /s/ Jeremiah Fleming  
Jeremiah Fleming, Chief  
Executive Officer,  
President and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Jeremiah Fleming Jeremiah Fleming	Chief Executive Officer, President and Director (principal executive officer)	November 1, 2010
/s/ Gilbert Hu Gilbert Hu	President of Asia-Pacific	November 1, 2010
/s/ Philip M. McDermott Philip M. McDermott	Chief Financial Officer (principal financial and accounting officer)	November 1, 2010
/s/ Tacheng Chester Wang Tacheng Chester Wang	Director	November 1, 2010
/s/ Mike Mon Yen Tsai Mike Mon Yen Tsai	Director	November 1, 2010
/s/ Alan B. Howe Alan B. Howe	Director	November 1, 2010

