

Scailex CORP Ltd.
Form S-8 POS
February 09, 2009

Registration No. 33-87614

As filed with the Securities and Exchange Commission on February 9, 2009

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

FORM S-8 POS

(POST-EFFECTIVE AMENDMENT NO. 1)

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

SCAILEX CORPORATION LTD.

(Exact name of registrant as specified in its charter)

Israel

(State or other jurisdiction of incorporation or organization)

Not Applicable

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

**48 Ben Zion Galis Street,
Petach Tikva
Israel, 49277**

(Address of Principal Executive Offices including Zip Code)

Scitex Israel Key Employee Share Incentive Plan 1991
Scitex International Key Employee Share Incentive Plan 1991 (As Amended 1995)
Scitex International Key Employee Share Incentive Plan 1991 (As Amended 1994)
Scitex International Key Employee Share Incentive Plan 1991
Scitex 1981 International Key Employee Stock Option Plan (As Amended, 1990)
Scitex Corporation Ltd. 1981 Key Employee Share Incentive Plan
(Full title of the plan)

**Puglisi & Associates
850 Library Avenue, Suite 204
Newark, Delaware 19711
302-738-6680 (phone)
302-738-7210 (fax)**

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

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TERMINATION OF REGISTRATION

This Post-Effective Amendment relates to the following Registration Statements on Forms S-8 (collectively, the Registration Statements) filed by Scailex Corporation Ltd. (formerly known as Scitex Corporation Ltd.) with the Securities and Exchange Commission:

1. Registration No. 333-9364, filed on September 2, 1998, pertaining to ordinary shares to be offered under the Scitex Israel Key Employee Share Incentive Plan 1991;
2. Registration No. 33-97624, filed on October 2, 1995, pertaining to ordinary shares to be offered under the Scitex Israel Key Employee Share Incentive Plan 1991;
3. Registration No. 33-97622, filed on October 2, 1995, pertaining to ordinary shares to be offered under the Scitex International Key Employee Share Incentive Plan 1991 (As Amended, 1995);
4. Registration No. 33-87614, filed on December 20, 1994, pertaining to ordinary shares to be offered under the Scitex International Key Employee Share Incentive Plan 1991 (As Amended, 1994);
5. Registration No. 33-46862, filed on April 7, 1992, pertaining to ordinary shares to be offered under the Scitex International Key Employee Share Incentive Plan 1991;
6. Registration No. 33-46861, filed on April 7, 1992, pertaining to ordinary shares to be offered under the Scitex Israel Key Employee Share Incentive Plan 1991;
7. Registration No. 33-34233, filed on April 9, 1990 (as amended), pertaining to ordinary shares to be offered under the Scitex 1981 International Key Employee Stock Option Plan (As Amended, 1990) and Scitex Corporation Ltd. 1981 Key Employee Share Incentive Plan.
8. Registration No. 33-15353, filed on June 25, 1987, pertaining to ordinary shares to be offered under the Scitex 1981 International Key Employee Stock Option Plan and Scitex Corporation Ltd. 1981 Key Employee Share Incentive Plan.

The undersigned hereby removes and withdraws from registration all securities registered pursuant to the Registration Statements that remain unsold.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Scailex Corporation Ltd. 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 to be signed on its behalf by the undersigned, thereunto duly authorized, in Israel on this 3rd day of February of 2009.

SCAILEX CORPORATION LTD.

By: /s/ Yahel Shachar

Yahel Shachar
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature

Title

Date

/s/ Ilan Ben Dov

Chairman of the Board of Directors

December 25, 2008

SIGNATURES

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Ilan Ben Dov

/s/ Yahel Shachar

Chief Executive Officer

December 25, 2008

Yahel Shachar

/s/ Shachar Rachim

Chief Financial Officer

December 25, 2008

Shachar Rachim

/s/ Moshe Cohen

Internal Auditor

December 25, 2008

Moshe Cohen

/s/ Yossi Arad

Director

December 25, 2008

Yossi Arad

/s/ Dror Barzilai

Director

December 25, 2008

Dror Barzilai

/s/ Iris Beck

Director

December 25, 2008

Iris Beck

/s/ Yoav Biran

Director

December 25, 2008

Yoav Biran

/s/ Arie Ovadia

Director

December 25, 2008

Arie Ovadia

/s/ Yehiel Finegold

Director

December 25, 2008

Yehiel Finegold

SIGNATURES

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/s/ Shalom Singer

Director

December 25, 2008

Shalom Singer

Puglisi & Associates

/s/ Donald J. Puglisi

Authorized Representative
in the United States

February 3, 2009

Name: Donald J. Puglisi

Title: Managing Director
