

SPESCOM SOFTWARE INC  
Form POS AM  
November 04, 2005

As filed with the Securities and Exchange Commission on November 4, 2005

Registration No. 333-112295

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 3  
TO FORM S-2**

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

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**Spescom Software Inc.**

(Exact name of registrant as specified in its charter)

**California**  
(State or other jurisdiction of  
incorporation or organization)

**95-3634089**  
(IRS Employer Identification Number)

**10052 Mesa Ridge Court, Suite 100  
San Diego, California 92121  
(858) 625-3000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Agent for Service:  
John W. Low  
Chief Financial Officer and Secretary**

**Copy to:  
Russell C. Hansen  
Gibson, Dunn & Crutcher, LLP**

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Spescom Software Inc.  
10052 Mesa Ridge Court, Suite 100  
San Diego, California 92121  
(858) 625-3000

1881 Page Mill Rd.  
Palo Alto, CA 94304  
(650) 849-5300

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

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**Approximate date of commencement of proposed sale of securities to the public:** From time to time after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If the registrant elects to deliver its latest annual report to security holders, or a complete and legible facsimile thereof, pursuant to Item 11(a)(1) of this Form, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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DEREGISTRATION OF SECURITIES

The purpose of this Post-Effective Amendment No. 3 (this Amendment ) to the Registration Statement on Form S-2 (Registration No. 333112295) (the Registration Statement ) is to deregister all securities registered pursuant to the Registration Statement but unissued as of the date this Amendment is filed.

**SIGNATURES**



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Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on this 4th day of November, 2005.

### SPESCOM SOFTWARE INC.

*/s/ JOHN W. LOW*  
**John W. Low,**  
*Chief Financial Officer 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 and on the dates indicated.

| <b>Signature</b>                                  | <b>Title</b>   | <b>Date</b>      |
|---|--|------------------|
| <i>/s/ KEITH STENTIFORD</i><br>Keith Stentiford   | Chief Executive Officer; Director<br>(Principal Executive Officer)                       | November 4, 2005 |
| <i>/s/ JOHN W. LOW</i><br>John W. Low             | Chief Financial Officer and Secretary<br>(Principal Financial and Accounting<br>Officer) | November 4, 2005 |
| <i>/s/ MICHAEL SILVERMAN</i><br>Michael Silverman | Chairman and Director  | November 4, 2005 |
| *<br>D. Ross Hamilton                             | Director   | November 4, 2005 |
| *<br>Hilton Isaacman                              | Director   | November 4, 2005 |
| *<br>Johann Leitner                               | Vice President, Strategic Marketing;<br>Director   | November 4, 2005 |
| *<br>Larry D. Unruh                               | Director   | November 4, 2005 |
| *<br>James P. Myers                               | Director   | November 4, 2005 |

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\* */s/ JOHN W. LOW*  
John W. Low, Attorney-in-Fact