

ART TECHNOLOGY GROUP INC
Form POS AM
January 05, 2011

As filed with the Securities and Exchange Commission on January 5, 2011

Registration Statement No. 333-139205

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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

Art Technology Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

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

04-3141918

*(I.R.S. Employer
Identification Number)*

**One Main Street
Cambridge, Massachusetts 02142
(617) 386-1000**

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

**Dorian Daley
President and Chief Executive Officer
Art Technology Group, Inc.
One Main Street
Cambridge, Massachusetts 02142
(617) 386-1000**

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

Copies to:

**Julia K. Cowles, Esq.
Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, California 94025
(650) 752-2000**

Approximate date of commencement of proposed sale to the public: Not Applicable

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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 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.

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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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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):

| | | | |
|---|---|--|---|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input checked="" type="checkbox"/> | Non-accelerated filer <input type="checkbox"/> | Smaller reporting company <input type="checkbox"/> |
| | | (Do not check if a smaller reporting company) | |

DEREGISTRATION OF SECURITIES

The Registration Statement on Form S-3 (Registration No. 333-139205) (the Registration Statement) of the Registrant, pertaining to the registration of up to 14,915,567 shares of the common stock for the Registration, \$0.01 par value per share (Common Stock), to which this Post-Effective Amendment No. 1 relates, was filed with the Securities and Exchange Commission on December 8, 2006.

Oracle Corporation, a Delaware corporation (Oracle), Amsterdam Acquisition Sub Corporation, a Delaware corporation and wholly-owned subsidiary of Oracle (Merger Sub), and the Registrant entered into an Agreement and Plan of Merger, dated as of November 2, 2010 (the Merger Agreement), pursuant to which, among other things, Merger Sub would be merged with and into the Registrant, the Registrant would become a wholly-owned subsidiary of Oracle, and all outstanding shares of the Registrant s common stock would be converted into the right to receive \$6.00 in cash (these actions are collectively referred to as the Merger).

On January 4, 2011, the Registrant held a special meeting of stockholders at which the Registrant s stockholders adopted the Merger Agreement. The Merger became effective following the filing of Certificate of Merger with the Secretary of State of the State of Delaware on January 5, 2011 (the Effective Time).

As a result of the Merger, the Registrant has terminated all offerings of Common Stock pursuant to its existing registration statements, including the Registration Statement. In accordance with an undertaking made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any shares of Common Stock which remain unsold at the termination of the offering, the Registrant hereby removes from registration all shares of Common Stock registered under the Registration Statement which remain unsold as of the Effective Time.

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-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Redwood City, State of California, on January 5, 2011.

ART TECHNOLOGY GROUP, INC.

By: /s/ Dorian Daley
Dorian Daley
President and Chief Executive Officer

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 below.

| SIGNATURE | TITLE | DATE |
|--|---|-----------------|
| /s/ Dorian Daley Dorian Daley | President and Chief Executive Officer (principal executive officer) | January 5, 2011 |
| /s/ Jeff Epstein Jeff Epstein | Chief Financial Officer (principal financial and accounting officer) | January 5, 2011 |
| /s/ Thomas Angioletti Thomas Angioletti | Director | January 5, 2011 |