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VOCALTEC COMMUNICATIONS LTD
Form S-8 POS
July 16, 2010

As filed with the Securities and Exchange Commission on July 14, 2010

Registration No. 333-131870

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

POST EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VOCALTEC COMMUNICATIONS LTD.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

STATE OF ISRAEL
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

NOT APPLICABLE
(I.R.S. EMPLOYER IDENTIFICATION NUMBER)

12 BENNY GAON STREET, BUILDING 2B
POLEG INDUSTRIAL AREA, NETANYA, ISRAEL
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

42504
(ZIP CODE)

VOCALTEC COMMUNICATIONS LTD. AMENDED 2003 MASTER STOCK OPTION PLAN
(FULL TITLE OF THE PLAN)

VOCALTEC COMMUNICATIONS INC.
1732 SOUTHAMPTON DRIVE
CARROLLTON, TX 75007
(NAME AND ADDRESS OF AGENT FOR SERVICE)

(214) 476-5107
(TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

Copies to:
Dan Shamgar, Adv.
Michael Rimon, Adv.
Meitar Liquornik Geva & Leshem Brandwein
16 Abba Hillel Road
Ramat Gan 52506, Israel

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.

Large accelerated filer

Accelerated filer

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Non-accelerated filer [X]

Smaller reporting company []

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (Registration No. 333-131870), as amended (the "Registration Statement"), originally filed by VocalTec Communications Ltd. (the "Registrant") on February 15, 2006, amends the Registration Statement to deregister all securities under the Registration Statement that remain unsold. The Registrant has terminated all offerings of securities under the Registration Statement.

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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 Herzliya, Israel, on July 14, 2010.

VOCALTEC COMMUNICATIONS LTD.

By: /s/ IDO GUR

Name: Ido Gur

Title: President and Chief

Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

| SIGNATURE | TITLE | DATE |
|---|--|---------------|
| /S/ IDO GUR ----- Ido Gur | President and Chief Executive Officer | July 14, 2010 |
| /S/ JOSHUA DI NUR ----- Joshua Di-nur | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | July 14, 2010 |
| /S/ ILAN ROSEN ----- Ilan Rosen | Chairman of the Board of Directors | July 14, 2010 |
| /S/ YOSEPH DAUBER ----- Yoseph Dauber | Director | July 14, 2010 |
| /S/ TSIPI KAGAN ----- Tsipi Kagan | Director | July 14, 2010 |

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/S/ ERAN DARIEL Director

July 14, 2010

Eran Dariel

VOCALTEC
COMMUNICATIONS INC. Authorized Representative in the U.S.

July 14, 2010

By:/s/ IDO GUR

Name: Ido Gur

Title: Authorized Signatory

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