

CENTRA SOFTWARE INC  
Form POS AM  
February 01, 2006

As filed with the Securities and Exchange Commission on January 31, 2006

Registration No. 333-40268

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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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**CENTRA SOFTWARE, INC.**

*(Exact Name of Registrant as Specified in Its Charter)*

**Delaware**

*(State or Other Jurisdiction  
of Incorporation or Organization)*

**04-3268918**

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

**430 Bedford Street**

**Lexington, Massachusetts**  
*(Address of Principal Executive  
Offices)*

**02420**

*(Zip Code)*

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**Centra Software 1995 Stock Plan  
Centra Software, Inc. 1999 Stock Incentive Plan  
Centra Software, Inc. 1999 Director Stock Option Plan  
Centra Software, Inc. 1999 Employee Stock Purchase Plan**  
*(Full Title of the Plan)*

**Leon Navickas  
Centra Software, Inc.  
430 Bedford Street  
Lexington, MA 02420**

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*(Name and Address of Agent for Service)*

**(781) 861-7000**

*(Telephone Number, including Area Code, of Agent for Service)*

*With copies to:*

**Robert L. Birnbaum, Esq.  
Foley Hoag llp  
155 Seaport Boulevard  
Boston, Massachusetts 02210  
(617) 832-1000**

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We registered 1,501,176 shares of our common stock issuable under our 1999 Stock Incentive Plan, 200,000 shares of our common stock issuable under our 1999 Director Stock Option Plan and 1,500,000 shares of our common stock issuable under our 1999 Employee Stock Purchase Plan. We hereby remove from registration all of the shares of common stock registered under this registration statement which have not been sold as of the time of filing of this Post-Effective Amendment No. 1.

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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 Town of Lexington, The Commonwealth of Massachusetts, on this 31<sup>st</sup> day of January, 2006.

**Centra Software, Inc.**

By: /s/ Leon Navickas

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Name: Leon Navickas

Title: Chief Executive Officer