

TERAYON COMMUNICATION SYSTEMS

Form POS AM

November 01, 2002

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As filed with the Securities and Exchange Commission on November 1, 2002

REGISTRATION NO. 333-37978

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

POST-EFFECTIVE AMENDMENT NO. 3

TO FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Terayon Communication Systems, Inc.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

**Delaware
(State of Incorporation)**

**3661
(Primary standard industrial
Classification code number)**

**77-0328533
(I.R.S. employer
identification number)**

**4988 Great America Parkway
SANTA CLARA, CALIFORNIA 95054
(408) 235-5000
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING
AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)**

**EDWARD LOPEZ
GENERAL COUNSEL
4988 Great America Parkway
SANTA CLARA, CALIFORNIA 95054
(408) 235-5000
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)**

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TERMINATION OF OFFERING AND REMOVAL OF SECURITIES FROM REGISTRATION

Pursuant to an undertaking made in Item 17 of the Registration Statements as filed with the Commission on May 26, 2000, June 29, 2000, August 3, 2000 and December 19, 2000 (Registration No. 333-37978), the Registrant hereby removes from registration 1,443,310 shares (on a post-split basis) of its Common Stock.

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SIGNATURES

Pursuant to the requirements of the Securities Act, 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. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California on November 1, 2002

/s/ Dr. Zaki Rakib

 Dr. Zaki Rakib
 Chief Executive Officer

Signature	Title
_____	_____
/s/ Dr. Zaki Rakib	Chief Executive Officer and Director (Principal Executive Officer)

Dr. Zaki Rakib	
*	Chief Financial Officer (Principal Finance and Accounting Officer)

Carol Lustenader	
*	President and Chairman of the Board of Directors

Shlomo Rakib	
*	Director

AleK Krstajic	
*	Director

Christopher J. Schaepe	
*	Director

Lewis Solomon	
*	Director

David Woodrow	

By: /s/ Dr. Zaki Rakib

 Dr. Zaki Rakib
 Attorney-in-fact