

CAPTARIS INC  
Form S-8 POS  
October 31, 2008

Filed with the Securities and Exchange Commission on October 31, 2008

Registration No. 333-38570

**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*

**CAPTARIS, INC.**

(Exact name of Registrant as specified in its charter)

Washington  
(State or Other Jurisdiction of Incorporation  
or Organization)

91-1190085  
(I.R.S. Employer Identification No.)

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**301 116<sup>th</sup> Ave SE, Suite 400**

**Bellevue, Washington 98004**

**(425) 455-6000**

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

**Christopher R. M. Stanton**

**(Chief Legal Officer)**

**Captaris, Inc.**

**301 116<sup>th</sup> Ave SE, Suite 400**

**Bellevue, Washington 98004**

**(425) 455-6000**

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

***With Copies to:***

**Andrew Bor**

**Perkins Coie LLP**

**1201 Third Avenue, Suite 4800**

**Seattle, Washington 98101-3099**

**(206) 359-8000**

### EXPLANATORY STATEMENT

On June 5, 2000, Captaris, Inc. (the Company) filed with the United States Securities and Exchange Commission a registration statement on Form S-8 (File No. 333-38570) (the Registration Statement), which registered 1,500,000 shares of its Common Stock, par value \$0.01 per share (the Company Common Stock) issuable under the terms of the 2006 Equity Incentive Plan (formerly known as the Captaris, Inc. 1989 Restated Stock Option Plan, and formerly known as the AVT Corporation 1989 Restated Stock Option Plan), and those shares of the Company Common Stock issuable under the terms of the Stock Purchase Loan Plan.

On September 3, 2008, the Company entered into an Agreement and Plan of Merger (the Merger Agreement) with Open Text, Inc. (Open Text), Open Text Corporation, and Oasis Merger Corp., a wholly-owned subsidiary of Open Text. Pursuant to the terms of the Merger Agreement, Oasis Merger Corp. would merge into the Company, and as a result the Company would become 100% owned by Open Text (the Merger).

On October 31, 2008, the Company held a special meeting of shareholders at which the Company's shareholders approved the Merger Agreement. The Merger became effective on October 31, 2008, upon the filing of the Articles of Merger with the Secretary of State of the State of Washington.

The offering contemplated by the Registration Statement has terminated. Pursuant to the undertakings contained in Part II, Item 9 of the Registration Statement, the Company is removing from registration, by means of a post-effective amendment to the Registration Statement (the Post-Effective Amendment No. 1), any securities registered under the Registration Statement which remained unsold at the termination of the offering.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bellevue, State of Washington, on October 31, 2008.

CAPTARIS, INC.

By: /S/ PETER PAPANO  
Name: Peter Papano  
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated below on the 31st day of October, 2008.

| Signature              | Title                                                                           |
|------------------------|---------------------------------------------------------------------------------|
| /S/ DAVID P. ANASTASI  | President, Chief Executive Officer and Director (Principal Executive Officer)   |
| David P. Anastasi      |                                                                                 |
| /S/ PETER PAPANO       | Chief Financial Officer (Principal Financial and Accounting Officer), Treasurer |
| Peter Papano           |                                                                                 |
| /S/ BRUCE L. CROCKETT  | Chairman of the Board                                                           |
| Bruce L. Crockett      |                                                                                 |
| /S/ ROBERT F. GILB     | Director                                                                        |
| Robert F. Gilb         |                                                                                 |
| /S/ ROBERT L. LOVELY   | Director                                                                        |
| Robert L. Lovely       |                                                                                 |
| /S/ DANIEL R. LYLE     | Director                                                                        |
| Daniel R. Lyle         |                                                                                 |
| /S/ THOMAS M. MURNANE  | Director                                                                        |
| Thomas M. Murnane      |                                                                                 |
| /S/ MARK E. SIEFERTSON | Director                                                                        |
| Mark E. Siefertson     |                                                                                 |
| /S/ PATRICK J. SWANICK | Director                                                                        |
| Patrick J. Swanick     |                                                                                 |