

APPLIED SIGNAL TECHNOLOGY INC

Form S-8 POS

April 10, 2008

As filed with the Securities and Exchange Commission on April 10, 2008

Registration No. 333-108011

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

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

**Applied Signal Technology, Inc.**  
(Exact name of registrant as specified in its charter)

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

**77-0015491**  
(I.R.S. Employer Identification No.)

**400 West California Avenue  
Sunnyvale, California 94087**

(Address of principal executive offices) (Zip code)

**Applied Signal Technology, Inc. 2000 Stock Option Plan**  
(Full title of the plan)

**Gary L. Yancey  
President, Chief Executive Officer,  
and Chairman of the Board  
Applied Signal Technology, Inc.  
400 West California Avenue  
Sunnyvale, California 94087**

(Name and address of agent for service)

Telephone number, including area code, of agent for service: (408) 749-1888

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  Accelerated filer  Non-accelerated filer  Smaller reporting company

(do not check if a smaller reporting  
company)



**DE-REGISTRATION OF SHARES**

A total of 1,100,000 shares of common stock of Applied Signal Technology, Inc. (the Company ) were registered in connection with the Applied Signal Technology, Inc. 2000 Stock Option Plan (the 2000 Plan ) by two separate registration statements on Form S-8 as follows: (a) 500,000 shares were registered by a registration statement on Form S-8, File No. 333-52308 filed on December 20, 2000 (the 2000 Registration Statement ), and (b) 600,000 shares were registered by a registration statement on Form S-8, File No. 333-108011 filed on August 15, 2003 (the 2003 Registration Statement ).

In November 2007, the Board of Directors of the Company approved the termination of the 2000 Plan. Accordingly, no future option grants will be made pursuant to the 2000 Plan.

This Post-Effective Amendment No. 1 is filed to deregister 365,035 shares of the Company s common stock previously registered on the 2003 Registration Statement that remained available for future grant under the Registrant s 2000 Plan upon its termination. Please note, however, that an aggregate of 555,325 remain subject to outstanding options previously granted under the 2000 Plan. Accordingly, the 2000 Registration Statement and the 2003 Registration Statement will remain in effect to cover the potential exercise of such outstanding options.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Sunnyvale, State of California, on April 10, 2008.

APPLIED SIGNAL TECHNOLOGY, INC.

By: /s/ James E. Doyle  
James E. Doyle  
Vice President of Finance and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on April 10, 2008.

Signature	Title
<b>/s/ Gary L. Yancey</b> Gary L. Yancey	Chairman of the Board, Chief Executive Officer, and President ( <i>Principal Executive Officer</i> )
<b>/s/ James E. Doyle</b> James E. Doyle	Vice President of Finance and Chief Financial Officer ( <i>Principal Financial and Accounting Officer</i> )
<b>/s/ Milton E. Cooper</b> Milton E. Cooper	Director
<b>/s/ John P. Devine</b> John P. Devine	Director
<b>/s/ David D. Elliman</b> David D. Elliman	Director
Marie S. Minton	Director
<b>/s/ Robert J. Richardson</b>	Director

Robert J. Richardson

**/s/ John R. Treichler**

Chief Technical Officer and Director

John R. Treichler