

NET 1 UEPS TECHNOLOGIES INC
Form S-8 POS
June 21, 2006

As filed with the Securities and Exchange Commission on June 21, 2006.
Registration No. 333- 126958

**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

NET 1 UEPS TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Florida

(State or other jurisdiction of
incorporation or organization)

65-0903895

(I.R.S. Employer Identification No.)

President Place, 4th Floor

Cnr. Jan Smuts Avenue and Bolton Road

Rosebank, Johannesburg, South Africa

(Address of principal executive offices)

(Zip Code)

2004 STOCK INCENTIVE PLAN OF

NET 1 UEPS TECHNOLOGIES, INC. AND ITS SUBSIDIARIES

(Full title of the plan)

(Name, address and telephone
number of agent for service)

(Copy to:)

**Dr. Serge C.P. Belamant
Net 1 UEPS Technologies, Inc.**

President Place, 4th Floor

Cnr. Jan Smuts Avenue and Bolton Road

Rosebank, Johannesburg, South Africa

Tel: (2711) 343-2000

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DLA Piper Rudnick Gray Cary US LLP**

1251 Avenue of the Americas

New York, NY 10020

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EXPLANATORY NOTE

Pursuant to a Registration Statement on Form S-8 filed by Net 1 UEPS Technologies, Inc., a Florida corporation (the Registrant), with the Securities and Exchange Commission (SEC) on July 28, 2005 (File No. 333-126958) (the Registration Statement), the Registrant registered 2,906,980 shares of its common stock issued or to be issued under the 2004 Stock Incentive Plan of Net 1 UEPS Technologies, Inc. and Its Subsidiaries (the Plan). The Board of Directors of the Registrant has adopted the First Amendment to the 2004 Stock Incentive Plan of Net 1 UEPS Technologies, Inc. (the Amendment) which revised the definition of fair market value set forth in the Plan and modified the methods of payment available to exercise stock options awarded pursuant to the terms of the Plan. The Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement to file the Amendment as an exhibit to the Registration Statement.

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 this Post-Effective Amendment No. 1 to Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Johannesburg, Republic of South Africa on the 21st day of June, 2006.

NET 1 UEPS TECHNOLOGIES, INC.

By: /s/ Dr. Serge C.P. Belamant
 Name: Dr. Serge C.P. Belamant
 Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dr. Serge C.P. Belamant</u> Dr. Serge C.P. Belamant	Chief Executive Officer, Chairman of the Board and Director (Principal Executive Officer)	June 21, 2006
<u>/s/ Herman Gideon Kotze</u> Herman Gideon Kotze	Chief Financial Officer, Treasurer, Secretary and Director (Principal Financial and Accounting Officer)	June 21, 2006

A majority of the Board of Directors:

Dr. Serge C.P. Belamant, Herman Gideon Kotze, Antony Charles Ball, Chad Leonard Smart, Christopher Stefan Seabrooke and Alasdair Jonathan Kemsley Pein, Paul Edwards, Florian P. Wendelstadt.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dr. Serge C.P. Belamant</u> Dr. Serge C.P. Belamant	For himself and as Attorney-in-Fact	June 21, 2006

EXHIBIT INDEX

EXHIBIT

NUMBER DESCRIPTION

4.6 First Amendment to the 2004 Stock Incentive Plan of Net 1 UEPS Technologies, Inc. And Its Subsidiaries (filed herewith).

24.1 Powers of Attorney (filed herewith).
