

EPICOR SOFTWARE CORP  
Form S-8 POS  
May 25, 2011

As filed with the Securities and Exchange Commission on May 25, 2011

Registration No. 333-70855

**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*

**EPICOR SOFTWARE CORPORATION**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of  
incorporation or organization)

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

18200 Von Karman Avenue, Suite 1000

Irvine, California

(949) 585-4000

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

**Dataworks 1995 Equity Incentive Plan**

**Dataworks 1995 Non-Employee Directors' Stock Option Plan**

**Interactive 1997 Nonstatutory Stock Option Plan**

**Interactive 1995 Stock Option Plan**

**Nonstatutory Stock Option Agreements**

**Nonqualified Stock Option Agreement**

(Full title of the plan)

**Pervez A. Qureshi, Chief Executive Officer**

**Epicor Software Corporation**

**18200 Von Karman Avenue, Suite 1000**

**Irvine, California**

**(949) 585-4000**

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

*Copies to:*

**John D. Ireland, Esq.**

**Katharine A. Martin, Esq.**

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**Epicor Software Corporation**

**18200 Von Karman Avenue, Suite 1000**

**Irvine, California**

**(949) 585-4000**

**Wilson Sonsini Goodrich & Rosati**

**Professional Corporation**

**650 Page Mill Road**

**Palo Alto, California 94304**

**(650) 493-9300**

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 (the Amendment ), relates to the Registration Statement on Form S-8 (the Registration Statement ), File No. 333-70855, of Epicor Software Corporation (the Company ), filed with the Securities and Exchange Commission on January 20, 1999. The Registration Statement pertains to the registration of an aggregate of 2,058,710 shares of the Company s common stock, \$0.001 par value per share (the Shares ), issuable under the Dataworks 1995 Equity Incentive Plan, Dataworks 1995 Non-Employee Directors Stock Option Plan, Interactive 1997 Nonstatutory Stock Option Plan, Interactive 1995 Stock Option Plan, Nonstatutory Stock Option Agreements and Nonqualified Stock Option Agreement. The Company has filed this Amendment to withdraw and remove from registration the Company s unissued and unsold Shares issuable pursuant to the Registration Statement.

On May 16, 2011, pursuant to the Agreement and Plan of Merger, dated as of April 4, 2011, among the Company, Eagle Parent, Inc., a Delaware corporation, and Element Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ( Sub ), Sub merged with and into the Company, with the Company continuing as the surviving corporation (the Merger ).

As a result of the Merger, the offerings of the Shares pursuant to the Registration Statement have been terminated. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities of the Company which remain unsold at the termination of the offerings, the Company files this Amendment to terminate the effectiveness of the Registration Statement and to remove from registration all of the Shares registered but unsold under the Registration Statement as of the date hereof, if any.

**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 post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on May 23, 2011.

EPICOR SOFTWARE CORPORATION

By: /s/ John D. Ireland  
John D. Ireland  
Sr. Vice President; General Counsel

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to registration statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

| Signature                                    | Title                                                                | Date         |
|----------------------------------------------|----------------------------------------------------------------------|--------------|
| /s/ Pervez A. Qureshi<br>Pervez A. Qureshi   | Chief Executive Officer (Principal Executive Officer)                | May 24, 2011 |
| /s/ Kathleen M. Crusco<br>Kathleen M. Crusco | Chief Financial Officer (Principal Financial and Accounting Officer) | May 24, 2011 |
| /s/ Jason Wright<br>Jason Wright             | Director                                                             | May 24, 2011 |
| /s/ Will Chen<br>Will Chen                   | Director                                                             | May 24, 2011 |
| /s/ Roy Mackenzie<br>Roy Mackenzie           | Director                                                             | May 24, 2011 |