

GLENAYRE TECHNOLOGIES INC

Form POS AM

May 25, 2006

As Filed With the Securities and Exchange Commission on May 25, 2006

Registration No. 333-15845

**U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
GLENAYRE TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)**

Delaware

(State or other jurisdiction of incorporation or
organization)

98-0085742

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

825 8th Avenue, 23rd floor, New York, New York

(Address of principal executive offices)

10019

(Zip Code)

CNET, INC. 1995 STOCK OPTION PLAN

(Full title of the plan)

DEBRA ZIOLA

Executive Vice President and Chief Financial Officer

Glenayre Technologies, Inc.

825 8th Avenue, 23rd floor

New York, New York 10019

(Name and address of agent for service)

(770) 283-1000

(Telephone number, including area code, of agent for service)

Please send copies of all communications to:

MARK R. BUSCH

Kennedy Covington Lobdell & Hickman, L.L.P.

214 North Tryon Street, 47TH Floor

Charlotte, North Carolina 28202-2377

EXPLANATORY NOTE

The original Registration Statement on Form S-8 (File No. 333-15845) was filed with the Securities and Exchange Commission by Glenayre Technologies, Inc. (the Company) on January 30, 1997. The Company no longer offers or sells securities under the CNET, Inc. 1995 Stock Option Plan. Pursuant to this amendment and in accordance with the undertakings of the Company in the original Registration Statement, the Company hereby deregisters all securities remaining unsold under the offering described in the original Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Duluth, State of Georgia, on May 23, 2006.

GLENAYRE TECHNOLOGIES, INC.

By /s/ Debra Ziola
Debra Ziola
Executive Vice President and Chief
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

| Signature | Capacity | Date |
|--|--|--------------|
| /s/ Clarke H. Bailey Clarke H. Bailey | Chairman of the Board, Chief Executive Officer, and Director | May 23, 2006 |
| /s/ Debra Ziola Debra Ziola | Executive Vice President and Chief Financial Officer, (Principal Financial and Accounting Officer) | May 23, 2006 |
| /s/ Ramon D. Ardizzone Ramon D. Ardizzone | Director | May 23, 2006 |
| /s/ Donald S. Bates Donald S. Bates | Director | May 23, 2006 |
| /s/ Cliff O. Bickell Cliff O. Bickell | Director | May 23, 2006 |
| /s/ Peter W. Gilson Peter W. Gilson | Director | May 23, 2006 |
| /s/ John J. Hurley John J. Hurley | Director | May 23, 2006 |
| /s/ Horace H. Sibley Horace H. Sibley | Director | May 23, 2006 |

/s/ Howard W. Speaks, Jr.

Director

May 23, 2006

Howard W. Speaks, Jr.