

VERAMARK TECHNOLOGIES INC
Form S-8 POS
November 12, 2008

As filed with the Securities and Exchange Commission on November 12, 2008

Registration No. 333-55665

**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**

VERAMARK TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

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

16-1192368

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

**3750 Monroe Avenue
Pittsford, New York 14534
(585) 381-6000**

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

1998 EMPLOYEE STOCK PURCHASE PLAN

(Full title of the plan)

RONALD C. LUNDY

Vice President of Finance and CFO

Veramark Technologies, Inc.

3750 Monroe Avenue

Pittsford, New York 14534

Telephone (585) 381-6000

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

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)

DEREGISTRATION OF CERTAIN SECURITIES

Veramark Technologies, Inc. (the Registrant) hereby files this Post-Effective Amendment No. 1 to its Registration Statement on Form S-8, No. 333-55665 (the Registration Statement), to deregister all unsold securities registered for sale through the 1998 Employee Stock Purchase Plan (the 1998 Plan). The Registrant no longer offers its securities through the 1998 Plan and is filing this Post-Effective Amendment No. 1 in accordance with the undertaking in the Registration Statement to remove from registration all securities that remain unsold at the termination of the offering through the 1998 Plan.

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 Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Pittsford, State of New York, on the 11th day of November, 2008.

VERAMARK TECHNOLOGIES, INC.
(Registrant)

By: /s/ Anthony C. Mazzullo
Anthony C. Mazzullo,
President and CEO and Director
(Principal Executive Officer)

By: /s/ Ronald C. Lundy
Ronald C. Lundy,
Vice President of Finance and CFO
(Principal Financial and Accounting Officer)

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

/s/ Charles A. Constantino

Charles A. Constantino, Director
Date: November 11, 2008

/s/ John E. Gould

John E. Gould, Director
Date: November 11, 2008

/s/ Seth J. Collins

Seth J. Collins, Director
Date: November 11, 2008

/s/ Andrew W. Moylan

Andrew W. Moylan, Director
Date: November 11, 2008

-2-