

RENTRAK CORP  
Form S-8 POS  
November 04, 2011

As filed with the Securities and Exchange Commission on November 4, 2011

Registration No. 333-163120

**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*

**RENTRAK CORPORATION**  
(Exact name of Registrant as specified in its charter)

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

**93-0780536**  
(I.R.S. Employer  
Identification No.)

**One Airport Center**  
**7700 NE Ambassador Place**  
**Portland, Oregon 97220**

(Address of principal executive offices, including zip code)

**RENTRAK CORPORATION**  
**AMENDED AND RESTATED 2005 STOCK INCENTIVE PLAN**

(Full title of the plan)

**William P. Livek**  
**Chief Executive Officer**  
**Rentrak Corporation**  
**One Airport Center**  
**7700 NE Ambassador Place**  
**Portland, Oregon 97220**  
**Telephone: (503) 284-7581**

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

*Copy to:*

**Danielle Benderly**  
**Perkins Coie LLP**  
**1120 N.W. Couch Street, Tenth Floor**

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Portland, Oregon 97209-4128

(503) 727-2000

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  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$0.001 per share, and preferred stock purchase rights related thereto, under the Rentrak Corporation Amended and Restated 2005 Stock Incentive Plan	(1)	(1)	(1)	(1)

(1) No additional shares are being registered and registration fees were paid upon filing of the original Form S-8 Registration Statement with the Securities and Exchange Commission on November 13, 2009 (Registration No. 333-163120) for the plan. Therefore, no further registration fee is required.

**EXPLANATORY NOTE**

Effective August 24, 2011, the Registrant suspended its Amended and Restated 2005 Stock Incentive Plan (the "2005 Plan") with respect to the grant of new awards under the 2005 Plan, and adopted a new plan, the Rentrak Corporation 2011 Incentive Plan (the "2011 Plan"), effective as of the date the 2011 Plan was approved by the Registrant's shareholders on August 24, 2011. The Registrant's Form S-8 Registration Statement filed with the Securities and Exchange Commission on November 13, 2009 (Registration No. 333-163120) (the "Registration Statement") is hereby amended to provide that up to 97,672 shares previously available for issuance, but not issued or subject to outstanding options, under the 2005 Plan are no longer issuable under the 2005 Plan and may now instead be issued under the 2011 Plan.

The Registration Statement shall remain in effect for purposes of outstanding stock options granted under the 2005 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 the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Portland, State of Oregon, on November 4, 2011.

Rentrak Corporation

/s/ David I. Chemerow  
By: David I. Chemerow

Chief Operating Officer and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to Registration Statement has been signed by the following persons in the capacities indicated below on November 4, 2011.

Signature	Title
/s/ William P. Livek	President, Chief Executive Officer and Director
William P. Livek	(Principal Executive Officer)
/s/ David I. Chemerow	Chief Operating Officer and Chief Financial Officer
David I. Chemerow	(Principal Financial and Accounting Officer)
	Director
William E. Engel	
*	Director
Richard Hochhauser	
	Director
Anne MacDonald	
	Director
Martin B. O Connor	
*	Director
Brent D. Rosenthal	
*	Director
Ralph R. Shaw	

\*By /s/ David I. Chemerow

David I. Chemerow, Attorney-in-Fact