

DATAWATCH CORP  
Form S-8 POS  
May 23, 2006

As filed with the Securities and Exchange Commission on May 23, 2006

Registration No. 333-134015

# 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

## DATAWATCH CORPORATION

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**02-0405716**

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

**Quorum Office Park  
271 Mill Road  
Chelmsford, Massachusetts 01824  
(978) 441-2200**

(Address of Principal Executive Offices) (Zip Code)

### 2006 Equity Compensation and Incentive Plan

(Full title of the plan)

**Robert W. Hagger  
President, Chief Executive Officer and Director  
DATAWATCH CORPORATION  
Quorum Office Park  
271 Mill Road  
Chelmsford, Massachusetts 01824**

(Name and address of agent for service)

**(978) 441-2200**

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

*Copy to:*

**William B. Simmons, Jr., Esq.  
CHOATE, HALL & STEWART LLP  
Two International Place  
Boston, MA 02110**

(617) 248-5000

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**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-134015) filed on May 11, 2006, pertaining to Datawatch Corporation's (the Registrant) Common Stock to be offered pursuant to the 2006 Equity Compensation and Incentive Plan (the Plan). The registration fee was miscalculated on the original Form S-8 filing, which resulted in less than the total number of shares authorized under the Plan being registered. No securities were issued under the Plan and the Registrant hereby removes and withdraws from registration all securities registered pursuant to this Registration Statement. The Registrant is filing a new Form S-8 registration statement to register the full number of shares authorized under the Plan.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing a Form S-8 and has duly caused this Post Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Chelmsford, Commonwealth of Massachusetts on May 22, 2006.

DATAWATCH CORPORATION

By: /s/ ROBERT W. HAGGER  
Robert W. Hagger  
President, Chief Executive Officer and Director

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

Name	Title	Date
/s/ ROBERT W. HAGGER Robert W. Hagger	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	May 22, 2006
/s/ JOHN J. HULBURT John J. Hulburt	Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>	May 22, 2006
* Richard de J. Osborne	Director	May 22, 2006
Thomas H. Kelly	Director	
* Terry W. Potter	Director	May 22, 2006
* David T. Riddiford	Director	May 22, 2006
* James Wood	Director	May 22, 2006

\* By Robert W. Hagger, Attorney-in-Fact