

TERAYON COMMUNICATION SYSTEMS
Form POS AM
November 13, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 13, 2002

REGISTRATION NO. 333-48536

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

TERAYON COMMUNICATION SYSTEMS, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE (STATE OF INCORPORATION)	3661 (PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER)	77-0328533 (I.R.S. EMPLOYER IDENTIFICATION NUMBER)
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4988 GREAT AMERICA PARKWAY
SANTA CLARA, CALIFORNIA 95054
(408) 235-5000
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING
AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

EDWARD LOPEZ
GENERAL COUNSEL
4988 GREAT AMERICA PARKWAY
SANTA CLARA, CALIFORNIA 95054
(408) 235-5000
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING
AREA CODE, OF AGENT FOR SERVICE)

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1.

TERMINATION OF OFFERING AND REMOVAL OF SECURITIES FROM REGISTRATION

Pursuant to an undertaking made in Item 17 of the Registration Statements as filed with the Commission on October 24, 2000 and January 19, 2001 (Registration

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No. 333-48536), the Registrant hereby removes from registration \$17,337,000 of Convertible Subordinated Notes due 2007 and 5,951,673 shares of its Common Stock.

2.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California on November 13, 2002.

/s/ Dr. Zaki Rakib

Dr. Zaki Rakib
Chief Executive Officer

Signature -----	Title -----
/s/ Dr. Zaki Rakib ----- Dr. Zaki Rakib	Chief Executive Officer and Director (Principal Executive Officer)
* ----- Carol Lustenader	Chief Financial Officer (Principal Finance and Accounting Officer)
* ----- Shlomo Rakib	President and Chairman of the Board of Directors
* ----- Alek Krstajic	Director
* ----- Christopher J. Schaepe	Director
* ----- Lewis Solomon	Director
* ----- David Woodrow	Director

By: /s/ Dr. Zaki Rakib

Dr. Zaki Rakib
Attorney-in-fact

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