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VOCALTEC COMMUNICATIONS LTD  
Form S-8 POS  
July 16, 2010

As filed with the Securities and Exchange Commission on July 14, 2010

Registration No. 333-131870

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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

\_\_\_\_\_  
VOCALTEC COMMUNICATIONS LTD.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

STATE OF ISRAEL  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

NOT APPLICABLE  
(I.R.S. EMPLOYER IDENTIFICATION NUMBER)

\_\_\_\_\_  
12 BENNY GAON STREET, BUILDING 2B  
POLEG INDUSTRIAL AREA, NETANYA, ISRAEL  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

42504  
(ZIP CODE)

VOCALTEC COMMUNICATIONS LTD. AMENDED 2003 MASTER STOCK OPTION PLAN  
(FULL TITLE OF THE PLAN)

\_\_\_\_\_  
VOCALTEC COMMUNICATIONS INC.  
1732 SOUTHAMPTON DRIVE  
CARROLLTON, TX 75007  
(NAME AND ADDRESS OF AGENT FOR SERVICE)

(214) 476-5107  
(TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

\_\_\_\_\_  
Copies to:  
Dan Shamgar, Adv.  
Michael Rimon, Adv.  
Meitar Liquornik Geva & Leshem Brandwein  
16 Abba Hillel Road  
Ramat Gan 52506, Israel

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.

Large accelerated filer

Accelerated filer

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Non-accelerated filer [X]

Smaller reporting company [ ]

## EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (Registration No. 333-131870), as amended (the "Registration Statement"), originally filed by VocalTec Communications Ltd. (the "Registrant") on February 15, 2006, amends the Registration Statement to deregister all securities under the Registration Statement that remain unsold. The Registrant has terminated all offerings of securities under the Registration Statement.

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## 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 Herzliya, Israel, on July 14, 2010.

VOCALTEC COMMUNICATIONS LTD.

By: /s/ IDO GUR

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Name: Ido Gur

Title: President and Chief

Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

SIGNATURE	TITLE	DATE
/S/ IDO GUR ----- Ido Gur	President and Chief Executive Officer	July 14, 2010
/S/ JOSHUA DI NUR ----- Joshua Di-nur	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 14, 2010
/S/ ILAN ROSEN ----- Ilan Rosen	Chairman of the Board of Directors	July 14, 2010
/S/ YOSEPH DAUBER ----- Yoseph Dauber	Director	July 14, 2010
/S/ TSIPI KAGAN ----- Tsipi Kagan	Director	July 14, 2010

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/S/ ERAN DARIEL            Director

July 14, 2010

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Eran Dariel

VOCALTEC  
COMMUNICATIONS INC.    Authorized Representative in the U.S.

July 14, 2010

By:/s/ IDO GUR

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Name: Ido Gur

Title: Authorized Signatory