

SIMpletech INC
Form S-8 POS
May 30, 2006

As filed with the Securities and Exchange Commission on May 30, 2006

Registration No. 333-124387

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

SIMpletech, INC.

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

33-0399154
(IRS Employer

Identification No.)

3001 Daimler Street

Santa Ana, California 92705-5812

(Address of principal executive offices) (Zip Code)

SIMpletech, INC. 2000 STOCK INCENTIVE PLAN

SIMpletech, INC. EMPLOYEE STOCK PURCHASE PLAN

(Full title of the Plans)

Manouch Moshayedi

Chief Executive Officer

SIMPLETECH, INC.

3001 Daimler Street

Santa Ana, California 92705-5812

(Name and address of agent for service)

(949) 476-1180

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

CALCULATION OF REGISTRATION FEE*

	Proposed	Proposed	
	Maximum	Maximum	
Amount	Offering	Aggregate	Amount of
to be	Price	Offering	Registration
Title of Securities to be Registered	Registered	Price	Fee

* The Registration Fee was previously calculated and paid in connection with the filing of the Registration Statement on April 28, 2005 (File No. 333-124387).

No Exhibits are filed with this Post-Effective Amendment.

EXPLANATORY NOTE

Deregistration of Shares Under ESPP

SimpleTech, Inc. (the Registrant) registered an additional 1,898,028 shares of its common stock, \$0.001 par value (the Common Stock), under its 2000 Stock Incentive Plan and 400,000 shares of its Common Stock under its Employee Stock Purchase Plan (the ESPP) on Form S-8 (File No. 333-124387) filed with the Securities and Exchange Commission on April 28, 2005 (the 2005 Registration Statement). The Registrant terminated the ESPP as of December 19, 2005. As a result of the termination of the ESPP, the Registrant's obligations to maintain the effectiveness of the 2005 Registration Statement with respect to the ESPP have expired. Pursuant to the undertaking contained in the 2005 Registration Statement, the Registrant is filing this Post-Effective Amendment No. 1 to the 2005 Registration Statement to deregister the 400,000 shares of its Common Stock registered under the 2005 Registration Statement for issuance under the ESPP that remained unissued as of the date of termination. The shares of Common Stock reserved under the 2000 Stock Incentive Plan are not being deregistered and remain subject to issuance under such plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Ana, California on this 25th day of May 2006.

SIMPLETECH, INC.

By: /s/ DAN MOSES
 Dan Moses
 Chief Financial Officer

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

Signature	Title	Date
/s/ MANOUCH MOSHAYEDI*	Chief Executive Officer	May 25, 2006
Manouch Moshayedi	and Chairman of the Board of Directors (principal executive officer)	
/s/ MIKE MOSHAYEDI*	President and Director	May 25, 2006
Mike Moshayedi		
/s/ MARK MOSHAYEDI*	Chief Operating Officer, Chief Technical	May 25, 2006
Mark Moshayedi	Officer, Secretary and Director	
/s/ DAN MOSES	Chief Financial Officer and Director	May 25, 2006
Dan Moses	(principal financial and accounting officer)	
/s/ F. MICHAEL BALL*	Director	May 25, 2006
F. Michael Ball		
/s/ JAMES J. PETERSON*	Director	May 25, 2006
James J. Peterson		
/s/ RAJAT BAHRI	Director	May 25, 2006
Rajat Bahri		

* By: /s/ DAN MOSES
 Dan Moses
 Attorney-in-Fact

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* Pursuant to a Power of Attorney filed with Registration Statement No. 333-124387, filed by the Registrant on April 28, 2005.