

MAPINFO CORP  
Form S-8 POS  
February 19, 2003

As filed with the Securities and Exchange Commission on February 19, 2003

Registration No. 333-103299

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

MapInfo Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware

06-1166630

(State or Other Jurisdiction of Incorporation or  
Organization)

(I.R.S. Employer  
Identification Number)

One Global View, Troy, New York

12180

(Address of Principal Executive Offices)

(Zip Code)

1993 EMPLOYEE STOCK PURCHASE PLAN  
2002 STOCK INCENTIVE PLAN

(Full Title of the Plan)

William S. Gehrke, Esq.

Hale and Dorr LLP

60 State Street

Boston, Massachusetts 02109

(Name and Address of Agent for Service)

(617) 526-6000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.002 par value per share	2,100,000 shares	\$ <u>3.49</u> (1)	\$ <u>7,329,000</u> (1)	\$ <u>674.27</u> (2)

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq National Market on February 14, 2003.

(2) Previously paid.

EXPLANATORY NOTE: This amendment is being filed solely to add a signature to Exhibit 23.2-Consent of Independent Accountants of the Form S-8 to which this amendment relates, which was inadvertently omitted from the original S-8 filing.

**II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

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 amendment to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Troy, New York, on this 19th day of February, 2003.

MapInfo  
Corporation

By: /s/ D. Joseph Gersuk  
D. Joseph Gersuk  
Executive Vice  
President, Treasurer  
and Chief Financial

Officer (Principal  
Financial and  
Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mark P. Cattini*</u>	President, Chief Executive Officer and Director	February 19, 2003
Mark P. Cattini		
<u>/s/ D. Joseph Gersuk*</u>	Executive Vice President, Treasurer and Chief Financial Officer	February 19, 2003
D. Joseph Gersuk		
<u>/s/ John C. Cavalier*</u>	Chairman, Board of Directors	February 19, 2003
John C. Cavalier		
<u>/s/ George C. McNamee*</u>	Director	February 19, 2003
George C. McNamee		
<u>/s/ Joni Kahn*</u>	Director	February 19, 2003
Joni Kahn		
<u>/s/ Quinn H. Tran*</u>	Director	February 19, 2003
Quinn H. Tran		
<u>/s/ Robert P. Schechter*</u>	Director	February 19, 2003
Robert P. Schechter		

\*

By: /s/ April Fredlund  
April Fredlund  
Attorney-in-Fact.

INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
4.1(1)	Certificate of Incorporation of the Registrant
4.1A(1)	Certificate of Amendment of Certificate of Incorporation
4.2(1)	By-Laws of the Registrant
5(2)	Opinion of Hale and Dorr LLP, counsel to the Registrant
23.1(2)	Consent of Hale and Dorr LLP (included in Exhibit 5)
23.2	Consent of PricewaterhouseCoopers LLP
24(2)	Power of attorney

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(1) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2002 and incorporated herein by reference.

(2) Previously filed as an Exhibit to the Registrant's Form S-8 filed with the Securities and Exchange Commission on February 19, 2003 and incorporated herein by reference.