

ASPYRA INC  
Form POS AM  
March 18, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 3  
TO FORM S-3  
ON FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Aspyra, Inc.  
(Exact name of registrant as specified in its charter)

|                                                                   |                                                             |                                         |
|-------------------------------------------------------------------|-------------------------------------------------------------|-----------------------------------------|
| California                                                        | 7373                                                        | 95-3353465                              |
| (State or other jurisdiction of<br>Incorporation or organization) | (Primary Standard Industrial<br>Classification Code Number) | (I.R.S. Employer<br>Identification No.) |

4360 Park Terrace Drive, Suite 220  
Westlake Village, CA 91361  
(818) 880-6700  
(Address including zip code, and telephone number, including area code, of registrant's principal executive offices)

Ademola Lawal  
4360 Park Terrace Drive, Suite 220  
Westlake Village, CA 91361  
(818) 880-6700  
(Address including zip code, and telephone number, including area code, of agent for service)

Copies to:

David Manno, Esq.  
Jeff Cahlon, Esq.  
Sichenzia Ross Friedman Ference LLP  
61 Broadway, 32nd Floor  
New York, New York 10006  
(212) 930-9700

Approximate date of proposed sale to the public: Not applicable.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box: [ ]

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

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 12b2 of the Exchange Act.

|                         |                                               |                           |     |
|-------------------------|-----------------------------------------------|---------------------------|-----|
| Large accelerated filer | [ ]                                           | Accelerated filer         | [ ] |
| Non-accelerated filer   | [ ]                                           | Smaller reporting company | [X] |
|                         | (Do not check if a smaller reporting company) |                           |     |

DEREGISTRATION OF SHARES

This Post-Effective Amendment No. 3 on Form S-1 to Form S-3 (File No. 333-134926), which was declared effective by the Securities and Exchange Commission on May 14, 2008 (the "Registration Statement"), is being filed to deregister (i) all unsold shares of outstanding common stock, and (ii) all unsold shares of common stock underlying unexercised warrants of the registrant, Aspyra, Inc., registered under the Registration Statement, and to terminate the effectiveness of the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Westlake Village, State of California, on March 18, 2010.

ASPYRA, INC.

By: /s/ Ademola Lawal  
 Ademola Lawal, Chief Executive Officer  
 (Principal Executive Officer)

By: /s/ Marina Varela  
 Marina Varela, Chief Accounting Officer  
 (Principal Financial Officer and Principal  
 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.

| Signature                                              | Title                                                                       | Date           |
|--------------------------------------------------------|-----------------------------------------------------------------------------|----------------|
| /s/ Ademola Lawal<br>Ademola Lawal                     | Chief Executive Officer and Director<br>(Principal Executive Officer)       | March 18, 2010 |
| /s/ Marina Varela<br>Marina Varela                     | Chief Accounting Officer<br>(Principal Accounting and Financial<br>Officer) | March 18, 2010 |
| /s/ James Zierick<br>James Zierick                     | Chairman                                                                    | March 18, 2010 |
| /s/ Robert S. Fogerson, Jr.<br>Robert S. Fogerson, Jr. | Director                                                                    | March 18, 2010 |
| /s/ Norman R. Cohen<br>Norman R. Cohen                 | Director                                                                    | March 18, 2010 |
| /s/ Jeffrey Tumbleson<br>Jeffrey Tumbleson             | Director                                                                    | March 18, 2010 |
| Lawrence Schmid                                        | Director                                                                    | March 18, 2010 |