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VOCALTEC COMMUNICATIONS LTD

Form POS AM

July 16, 2010

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

Registration No. 333-134917

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

POST EFFECTIVE AMENDMENT NO. 1  
TO  
FORM F-3  
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 42504 (pound)  
+972-9-970-3888  
(ADDRESS AND TELEPHONE NUMBER  
OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

\_\_\_\_\_  
VocalTec Communications Inc.  
1732 Southampton Drive  
Carrollton, TX 75007  
(214) 476-5107  
(NAME, ADDRESS AND TELEPHONE NUMBER  
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

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

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. [X]

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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, 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 registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. [ ]

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. [ ]

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EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form F-3 (Registration No. 333-134917), as amended (the "Registration Statement"), originally filed by VocalTec Communications Ltd. (the "Registrant") on June 9, 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 F-3 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

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/S/ JOSHUA DI NUR                      Chief Financial Officer (Principal                      July 14, 2010  
-----  
Joshua Di-nur                      Financial Officer and Principal  
   Accounting Officer)

/S/ ILAN ROSEN                      Chairman of the Board of Directors                      July 14, 2010  
-----  
Ilan Rosen

/S/ YOSEPH DAUBER                      Director                      July 14, 2010  
-----  
Yoseph Dauber

/S/ TSIPI KAGAN                      Director                      July 14, 2010  
-----  
Tsipi Kagan

/S/ ERAN DARIEL                      Director                      July 14, 2010  
-----  
Eran Dariel

VOCALTEC                      Authorized Representative in the U.S.                      July 14, 2010  
COMMUNICATIONS INC.

By: /s/ IDO GUR  
-----  
Name: Ido Gur  
Title: Authorized Signatory