

IDT CORP  
Form S-8 POS  
June 17, 2003

As filed with the Securities and Exchange Commission on June 17, 2003

Registration No. 333-63282

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 2 TO  
FORM S-8  
REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

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**IDT CORPORATION**

(Exact name of registrant as specified in its charter)

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Delaware  
(State of Incorporation).

22-3415036  
(I.R.S. Employer Identification No.)

520 Broad Street  
Newark, New Jersey 07102

(973) 438-1000

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(Address of Principal Executive Offices, Including Zip Code)

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**IDT Corporation 1996 Stock Option and Incentive Plan,  
as Amended and Restated  
Stock Option Agreements with each of the optionees named  
in notes (7) and (9) to the Calculation of  
Registration Fee table  
(Full Title of the Plan)**

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**James A. Courter  
Chief Executive Officer  
IDT Corporation  
520 Broad Street  
Newark, New Jersey 07102  
(973) 438-1000**

(Name, Address, and Telephone Number, Including Area Code, of Agent for Service)

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*Copies to:*

**Joyce J. Mason, Esq.  
General Counsel  
IDT Corporation  
520 Broad Street  
Newark, New Jersey 07102**



**EXPLANATORY NOTE**

Upon its effectiveness, the Registrant's Registration Statement on Form S-8 (File No. 333-63282), originally filed with the Securities and Exchange Commission (the Commission) on June 19, 2001, as amended by Post-Effective Amendment No. 1 filed with the Commission on October 8, 2002 (as so amended, the June Registration Statement), covered certain shares of Common Stock and Class B Common Stock of the Registrant related to the Registrant's 1996 Stock Option and Incentive Plan, as Amended and Restated, and stock option agreements with the optionees named in notes (7) and (9) to the Calculation of Registration Fee table set forth on the cover page thereof (the Stock Option Agreements).

On April 25, 2003, all then outstanding stock options exercisable for shares of Common Stock of the Registrant were amended to entitle the holders thereof to acquire shares of Class B Common Stock of the Registrant instead of Common Stock. As a result, a total of 261,000 shares of Common Stock covered by the June Registration Statement are no longer issuable pursuant to the Stock Option Agreements.

Accordingly, by this Post-Effective Amendment No. 2, the Registrant hereby deregisters 261,000 shares of Common Stock covered by the June Registration Statement. These deregistered shares have been registered by the Registrant on a Registration Statement on Form S-8 as shares of Class B Common Stock.



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Director

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Joyce J. Mason

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Director

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Marc E. Knoller

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Director

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Moshe Kaganoff

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Director

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J. Warren Blaker

/s/ RUDY BOSCHWITZ

Director

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Rudy Boschwitz

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<u>Signature</u>	<u>Titles</u>
<hr/> *	Director
Saul K. Fenster	
<hr/> /s/ Jack F. Kemp	Director
Jack F. Kemp	
<hr/> /s/ MICHAEL J. LEVITT	Director
Michael J. Levitt	
<hr/> /s/ MARC J. OPPENHEIMER	Director
Marc J. Oppenheimer	
<hr/> *	Director
William Arthur Owens	
<hr/> *	Director
William F. Weld	

\* By:           /s/ JAMES A. COURTER  
James A. Courter  
Attorney-in-Fact