

CENTRA SOFTWARE INC
Form S-8
August 08, 2003

As filed with the Securities and Exchange Commission on August 8, 2003

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Centra Software, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of

Incorporation or Organization)

430 Bedford Street
(Address of Principal Executive Offices)

04-3268918
(I.R.S. Employer Identification No.)

Lexington, Massachusetts 02420
(Zip Code)

Centra Software, Inc. 1999 Stock Incentive Plan

(Full Title of the Plan)

Leon Navickas

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Centra Software, Inc.

430 Bedford Street

Lexington, MA 02420

(Name and Address of Agent for Service)

(781) 861-7000

(Telephone Number, Including Area Code, of Agent For Service)

With copies to:

Robert L. Birnbaum, Esq.

Foley Hoag LLP

155 Seaport Boulevard

Boston, Massachusetts 02210

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, \$.001 par value	1,000,000 shares (1)	\$2.64(2)	\$2,640,000	\$213.58

- (1) Each share includes one right to purchase shares of our Series A participating cumulative preferred stock pursuant to our rights agreement dated April 19, 2002.
- (2) For shares issuable pursuant to options and other stock awards that may be granted under the Centra Software, Inc. 1999 Stock Incentive Plan, estimated pursuant to Rule 457(c) based on the average of the high and low prices of the Common Stock as reported on the Nasdaq National Market on August 6, 2003.

This registration statement covers 1,000,000 shares of our common stock issuable pursuant to the 1999 Stock Incentive Plan. These shares are in addition to the 3,500,000 shares of common stock registered pursuant to the registration statement on Form S-8, File No. 333-40268, which we filed with the Securities and Exchange Commission on June 28, 2000, the 1,600,000 shares of common stock registered pursuant to the registration statement on Form S-8, File No. 333-60718 which we filed with the Securities and Exchange Commission on May 11, 2001, and the 1,000,000 shares of common stock registered pursuant to the registration statement on Form S-8, File No. 333-97333, which we filed with the Securities and Exchange Commission on July 30, 2002.

The contents of our registration statements on Form S-8, File Nos. 333-40268, 333-60718, and 333-97333 are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit

<u>No.</u>	<u>Description</u>
5.1	Opinion of Foley Hoag LLP
23.1	Consent of KPMG LLP
23.2	Consent of Foley Hoag LLP (included in Exhibit 5.1)
23.3	Consent of Arthur Andersen LLP (omitted Pursuant to Rule 437(a))(1)
24.1	Power of Attorney (contained on the signature page)

The consolidated financial statements for the year ended December 31, 2001 included in our Report on Form 10-K for the year ended December 31, 2002 were audited by our former independent auditors, Arthur Andersen LLP, or Andersen. Those financial statements as well as Andersen's report dated January 16, 2002 appear in our Report on Form 10-K for the year ended December 31, 2002 and are incorporated herein by reference. Effective June 26, 2002, our Board of Directors engaged KPMG LLP as our independent auditors and dismissed Andersen.

Despite our reasonable efforts, we are not able to obtain Andersen's consent to the incorporation into this registration statement of their report dated January 16, 2002 with respect to our consolidated financial statements. Under these circumstances, Rule 437a promulgated under the Securities Act of 1933, as amended, permits this registration statement to be filed without a written consent from Andersen. Because Andersen has not consented to the incorporation by reference of their report into this registration statement, purchasers of the securities registered on this registration statement will not be able to assert claims against Andersen under Section 11 of the Securities Act of 1933, as amended, for any untrue statement of a material fact contained in our consolidated financial statements for the year ended December 31, 2001 or any omission to state a material fact required to be stated therein.

/s/ LEONARD M. KAWELL, JR.

Director

Leonard M. Kawell, Jr.

EXHIBIT INDEX

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