

PHOENIX TECHNOLOGIES LTD

Form S-8 POS

February 13, 2008

As filed with the Securities and Exchange Commission on February 13, 2008  
Registration No. 333-148999

**UNITED STATES  
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**

**PHOENIX TECHNOLOGIES LTD.**  
(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**04-2685985**  
(I.R.S. Employer  
Identification No.)

**915 Murphy Ranch Road  
Milpitas, CA 95035**  
(Address of Principal Executive Offices)

**2007 Equity Incentive Plan  
2001 Employee Stock Purchase Plan**  
(Full title of the plan)

**Woodson M. Hobbs  
Chief Executive Officer  
Phoenix Technologies Ltd.  
915 Murphy Ranch Road  
Milpitas, CA 95035**  
(Name and address of agent for service)  
**(408) 570-1000**  
(Telephone number, including area code, of agent for service)

Copy to:  
**Elias J. Blawie, Esq.  
Heller Ehrman, LLP  
275 Middlefield Road  
Menlo Park, California 94025  
(650) 324-7000**

**EXPLANATORY NOTE**

On February 1, 2008, Phoenix Technologies Ltd. (the Registrant ) filed a Registration Statement on Form S-8 (registration no. 333-148999) (the Prior Registration Statement ). The Registrant hereby files this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement to correct a typographical error set forth on Exhibit 23.2 to the Prior Registration Statement regarding the date on which the Company's independent registered accounting firm, Ernst & Young LLP, delivered the Consent of Independent Registered Public Accounting Firm. Exhibit 23.2, attached hereto, has been revised to show the correct date of January 30, 2008.

Item 8. **Exhibits.**

Exhibit

Number

23.2 Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm

[Signature Pages Follow]

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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 S-8 and has duly caused this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milpitas, State of California, on February 12, 2008.

**PHOENIX TECHNOLOGIES LTD.**

(Registrant)

By: /s/ Woodson M. Hobbs  
 Woodson M. Hobbs  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Woodson M. Hobbs Woodson M. Hobbs	Director, President and Chief Executive Officer (Principal Executive Officer)	February 12, 2008
/s/ Richard W. Arnold Richard W. Arnold	Chief Operating Officer and Chief Financial Officer (Principal Financial and Accounting Officer)	February 12, 2008
* Dale L. Fuller	Director	February 12, 2008
* Douglas E. Barnett	Director	February 12, 2008
* Michael M. Clair	Director	February 12, 2008
* John Mutch	Director	February 12, 2008
* Richard M. Noling	Director	February 12, 2008
* By: /s/ Woodson M. Hobbs, Attorney-in-fact		



INDEX TO EXHIBITS

Exhibit  
Number

23.2 Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm