

FRANKLIN ELECTRONIC PUBLISHERS INC  
Form S-8 POS  
March 31, 2010

As filed with the Securities and Exchange Commission on March 31, 2010

Registration No. 333-43968

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**Post-Effective Amendment No. 1**  
**to**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**FRANKLIN ELECTRONIC PUBLISHERS, INCORPORATED**

(Exact Name of Registrant as Specified in Its Charter)

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**PENNSYLVANIA**  
(State or other Jurisdiction of

**22-2476703**  
(I.R.S Employer

**Incorporation or Organization)**

**Identification Number)**

**One Franklin Plaza, Burlington, NJ**  
(Address of Principal Executive Offices)

**08016-4907**  
(Zip Code)

**Franklin Electronic Publishers, Incorporated**

**Amended and Restated 1998 Stock Option Plan**

(Full Title of the Plan)

**Frank A. Musto**  
**Vice President and Chief Financial Officer**  
**Franklin Electronic Publishers, Incorporated**  
**One Franklin Plaza**  
**Burlington, NJ 08016-4907**  
**(609) 386-2500**

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

**Copy to:**  
**Robert L. Kohl, Esq.**  
**Katten Muchin Rosenman LLP**  
**575 Madison Avenue**  
**New York, New York 10022**  
**(212) 940-8800**

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 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**DEREGISTRATION OF SHARES**

In connection with the merger of Saunders Acquisition Corporation with and into Franklin Electronic Publishers, Incorporated (the Company), the Company hereby removes from registration 149,286 shares of common stock registered under this Registration Statement that remain unsold.

**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 this Post-Effective Amendment No. 1 on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Burlington, state of New Jersey, on this 31st day of March, 2010.

FRANKLIN ELECTRONIC PUBLISHERS,  
INCORPORATED

By: */s/* FRANK A. MUSTO  
**Frank A. Musto**  
**Vice President and Chief Financial Officer**