

CHECK POINT SOFTWARE TECHNOLOGIES LTD  
Form S-8 POS  
April 03, 2006

As filed with the Securities and Exchange Commission on April 3, 2006  
Registration No. 333-114489

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT  
TO FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**CHECK POINT SOFTWARE TECHNOLOGIES LTD.**

(Exact name of Registrant as specified in its charter)

Israel  
(Jurisdiction of Incorporation or  
Organization)

Israel  
(Address of principal executive offices, including zip  
code)

94-3229135  
(IRS Employer Identification Number)

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Zone Labs, Inc. 1998 Stock Option Plan  
(Full title of the plans)

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John Slavitt, Esq.  
General Counsel  
Check Point Software Technologies, Inc.  
800 Bridge Parkway  
Redwood City, California 94065  
(650) 628-2110  
(Name, address and telephone number of agent for service)

Copies to:

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| Jeffrey D. Saper, Esq.<br>Allison B. Spinner, Esq.<br>Wilson Sonsini Goodrich & Rosati<br>Professional Corporation<br>650 Page Mill Road<br>Palo Alto, CA 94304-1050<br>650-493-9300 | Aaron M. Lampert, Esq.<br>Naschitz, Brandes & Co.<br>5 Tuval Street<br>Tel-Aviv 67897<br>Israel<br>011-972-3-623-5000 |
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DEREGISTRATION OF SHARES

This post-effective amendment relates to Check Point Software Technologies Ltd. s (the Registrant ) Registration Statement on Form S-8 (Registration No. 333-114489) (the Registration Statement ), filed with the Securities and Exchange Commission (the SEC ) on April 15, 2004, relating to 2,847,318 Ordinary Shares, nominal value 0.01 New Israeli Shekels per share (the Shares ), of the Registrant reserved for issuance under the Zone Labs, Inc. 1998 Stock Option Plan (the Zone Labs Plan ). Of the 2,847,318 Shares registered in connection with the Zone Labs Plan, 309,043 Shares have not been issued and are not subject to future issuance under the Zone Labs Plan. This post-effective amendment to the Registration Statement (the Post-Effective Amendment ) is hereby filed to deregister an aggregate of 309,043 Shares previously registered that have not been issued and will not in the future be issued under the Zone Labs Plan.

Prior to the filing of this Post-Effective Amendment, the Board of Directors and the shareholders of the Registrant approved and adopted the 2005 Israel Equity Incentive Plan and the 2005 United States Equity Incentive Plan (the 2005 Plans ). Pursuant to Instruction E of Form S-8 and the telephonic interpretation of the SEC in the Division of Corporate Finance s Manual of Publicly Available Telephone Interpretations, dated July 1997 (see G. Securities Act Forms, number 89), the 309,043 Shares deregistered by this Post-Effective Amendment, and the filing fee paid in connection with the initial registration of such Shares, will be carried forward to the registration statement on Form S-8 filed on or about the date hereof in connection with the registration of Shares that may be issued under the 2005 Plans. However, Shares previously registered under the Registration Statement that are not being deregistered hereby remain subject to outstanding options granted under the Registrant s Zone Labs Plan. Accordingly, the Registration Statement will remain in effect to cover the potential exercise of such outstanding options.

**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 to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ramat Gan, State of Israel, on March 21, 2006.

**Check Point Software Technologies Ltd.**

BY: /S/ Eyal Desheh

Eyal Desheh  
Chief Financial Officer (Principal Accounting and  
Financial Officer)

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Eyal Desheh with full power of substitution and full power to act without the other, such person's true and lawful attorney-in-fact and agent to act for such person in such person's name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully, to all intents and purposes, as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on March 21, 2006.

| Signature                            | Title  |
|--------------------------------------|--|
| /s/ Gil Shwed<br>Gil Shwed           | Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer) |
| /s/ Eyal Desheh<br>Eyal Desheh       | Chief Financial Officer (Principal Accounting and Financial Officer)                         |
| /s/ Marius Nacht<br>Marius Nacht     | Senior Vice President and Vice Chairman of the Board of Directors                            |
| /s/ Jerry Ungerman<br>Jerry Ungerman | Vice Chairman of the Board of Directors  |
| /s/ Ray Rothrock<br>Ray Rothrock     | Director   |
| /s/ David Rubner<br>David Rubner     | Director   |
| /s/ Tal Shavit<br>Tal Shavit         | Director   |

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Tal Shavit

/s/ Irwin Federman

Director

Irwin Federman

/s/ John Slavitt

General Counsel, Check Point Software Technologies, Inc. and  
authorized representative

John Slavitt

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