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TERAYON COMMUNICATION SYSTEMS
Form POS AM
May 06, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 6, 2002

REGISTRATION NO. 333-91823

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 2

TO FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

TERAYON COMMUNICATION SYSTEMS, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OF INCORPORATION)

3661
(PRIMARY STANDARD INDUSTRIAL
CLASSIFICATION CODE NUMBER)

77-0328533
(I.R.S. EMPLOYER
IDENTIFICATION NUMBER)

2952 BUNKER HILL LANE
SANTA CLARA, CALIFORNIA 95054
(408) 727-4400
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING
AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

EDWARD LOPEZ
GENERAL COUNSEL
2952 BUNKER HILL LANE
SANTA CLARA, CALIFORNIA 95054
(408) 727-4400
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

1.

TERMINATION OF OFFERING AND REMOVAL OF SECURITIES FROM REGISTRATION

Pursuant to an undertaking made in Item 17 of the Registration Statements as filed with the Commission on November 30, 1999, December 29, 1999, June 28, 2000 and July 13, 2000 (Registration No. 333-91823), the Registrant hereby removes from registration 487,587 (on a post-split basis) shares of its Common Stock.

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2.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California on May 6, 2002

/s/ Dr. Zaki Rakib

Dr. Zaki Rakib
Chief Executive Officer

| Signature | Title |
|---|---|
| /s/ Dr. Zaki Rakib ----- Dr. Zaki Rakib | Chief Executive Officer and Director (Principal Executive Officer) |
| * ----- Carol Lustenader | Chief Financial Officer (Principal Finance and Accounting Officer) |
| * ----- Shlomo Rakib | President and Chairman of the Board of Directors |
| * ----- Alek Krstajic | Director |
| * ----- Christopher J. Schaepe | Director |
| * ----- Lewis Solomon | Director |
| /s/ Dr. Zaki Rakib By: ----- Dr. Zaki Rakib Attorney-in-fact | |

3.