

SECURITIES AND EXCHANGE COMMISSION

FORM S-8 POS

Post-effective amendment to a S-8 registration statement

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FILER

CREDENCE SYSTEMS CORP

CIK: **893162** | IRS No.: **942878499** | State of Incorporation: **DE** | Fiscal Year End: **1031**
Type: **S-8 POS** | Act: **33** | File No.: **333-32834** | Film No.: **081049662**
SIC: **3825** Instruments for meas & testing of electricity & elec signals

Mailing Address
*1421 CALIFORNIA CIRCLE
MILPITAS CA 95035*

Business Address
*1421 CALIFORNIA CIRCLE
MILPITAS CA 95035
408635-4300*

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
(File No. 333-114768)**

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
(File No. 333-74346)**

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
(File No. 333-32834)**

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
(File No. 333-59051)**

**POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
(File No. 333-102916)**

**POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
(File No. 333-50432)**

**POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
(File No. 333-77007)**

**POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
(File No. 333-27499)**

CREDENCE SYSTEMS CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation or organization)

94-2878499
(IRS Employer
Identification No.)

**1421 California Circle
Milpitas, CA 95035**
(Address of principal executive offices) (Zip Code)

Credence Systems Corporation 1993 Stock Option Plan, as Amended and Restated
(Full title of the Plan(s))

David G. Tacelli
Chief Executive Officer
Credence Systems Corporation
1421 California Circle
Milpitas, CA 95035
(Name and address of agent for service)

(408) 635-4300
(Telephone Number, including area code, of agent for service)

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

EXPLANATORY NOTE

Credence Systems Corporation, a Delaware corporation (the “Company”), is filing this Post-Effective Amendment to the following Registration Statements on Form S-8 (the “Registration Statements”): (i) the Registration Statement on Form S-8 (File No. 333-27499) filed on May 20, 1997, pertaining to the Common Stock to be offered under the Company’s 1993 Stock Option Plan, as amended and restated (the “Plan”); (ii) the Registration Statement on Form S-8 (File No. 333-59051) filed on July 14, 1998, pertaining to the Common Stock to be offered under the Plan (iii) the Registration Statement on Form S-8 (File No. 333-77007) filed on April 26, 1999, pertaining to the Common Stock to be offered under the Plan; (iv) the Registration Statement on Form S-8 (File No. 333-32834) filed on March 20, 2000, pertaining to the Common Stock to be offered under the Plan; (v) the Registration Statement on Form S-8 (File No. 333-50432) filed on November 21, 2000, pertaining to the Common Stock to be offered under the Plan; (vi) the Registration Statement on Form S-8 (File No. 333-74246) filed on November 30, 2001, pertaining to the Common Stock to be offered under the Plan; (vii) the Registration Statement on Form S-8 (File No. 333-102916) filed on February 3, 2003, pertaining to the Common Stock to be offered under the Plan and (viii) the Registration Statement on Form S-8 (File No. 333-114768) filed on April 23, 2004, pertaining to the Common Stock to be offered under the Plan.

On August 29, 2008, pursuant to the terms of the Agreement and Plan of Merger (the “Merger Agreement”), dated as of June 20, 2008, by and among the Company, LTX Corporation and Zoo Merger Corporation, a wholly-owned subsidiary of LTX Corporation (“Zoo”), Zoo merged with and into the Company, and the Company became a wholly-owned subsidiary of LTX Corporation (the “Merger”). As a result of the Merger, the offering pursuant to the Registration Statements has been terminated, and the Company hereby removes from registration the Common Stock registered but unsold under the Registration Statements.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, on this 29th day of August, 2008.

CREDENCE SYSTEMS CORPORATION

By: /s/ David G. Tacelli

David G. Tacelli
President, Chief Executive Officer and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| <u>Name</u> | <u>Title</u> | <u>Date</u> |
|---|---|-----------------|
| <u>/s/ David G. Tacelli</u> David G. Tacelli | Director, President, Chief Executive Officer and Treasurer (Principal Executive Officer, Principal Financial and Principal Accounting Officer) | August 29, 2008 |