

SECURITIES AND EXCHANGE COMMISSION

FORM S-8 POS

Post-effective amendment to a S-8 registration statement

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FILER

SYSTEM SOFTWARE ASSOCIATES INC

CIK: **808207** | IRS No.: **363144515** | State of Incorpor.: **DE** | Fiscal Year End: **1031**
Type: **S-8 POS** | Act: **33** | File No.: **033-14261** | Film No.: **99574854**
SIC: **7372** Prepackaged software

Business Address
500 W MADISON ST 32ND FLR
CHICAGO IL 60661
3126412900

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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

SYSTEM SOFTWARE ASSOCIATES, INC.
(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation or Organization)

36-3144515
(I.R.S. Employer
Identification No.)

500 WEST MADISON, 32ND FLOOR
CHICAGO, ILLINOIS 60606
(Address, Including Zip Code,
of Principal Executive Offices)

(312) 258-6000
(Telephone Number, Including
Area Code, of Principal Executive Offices)

SYSTEM SOFTWARE ASSOCIATES, INC.
INCENTIVE STOCK OPTION PLAN
(Full Title of the Plan)

William Stuek
Chief Executive Officer
System Software Associates, Inc.
500 West Madison Street, 32nd Floor
Chicago, Illinois 60606
(Name and Address of Agent For Service)

(312) 258-6000

(Name, address, including zip code, telephone number, including area code, of
agent for service)

This Post-Effective Amendment No. 1 is being filed to remove from registration 222,238 shares of common stock, \$.0033 par value per share, of System Software Associates, Inc., which remain unsold at the termination of the offering of such shares under the System Software Associates, Inc. Incentive Stock Option Plan (the "Plan"). Such offering has been terminated in connection with the merger of the Plan into the System Software Associates, Inc. Long Term Incentive Plan.

SIGNATURES

THE REGISTRANT. 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on this 26th day of March, 1999.

SYSTEM SOFTWARE ASSOCIATES, INC.

By: /s/ William Stuek

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in their respective capacities on the dates indicated.

<TABLE>
<CAPTION>

Signature	Title	Date
<S>	<C>	<C>
/s/ William M. Stuek	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	March 22, 1999

William M. Stuek		

Executive Vice President, Chief
Financial Officer and Director
(Principal Financial and Accounting
Officer)

/s/ Lawrence Zimmerman

Lawrence Zimmerman

March 22, 1999

/s/ William N. Weaver, Jr. Director

William N. Weaver, Jr.

March 22, 1999

</TABLE>

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<TABLE>
<CAPTION>

Signature

Title

Date

<S>

<C>

<C>

/s/ Douglas Smith

Douglas Smith

Director

March 22, 1999

/s/ Casey G. Cowell

Casey G. Cowell

Director

March 22, 1999

/s/ Andrew J. Filipowski

Andrew J. Filipowski

Director

March 22, 1999

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