

# SECURITIES AND EXCHANGE COMMISSION

## FORM POS AM

Post-Effective amendments for registration statement

Filing Date: **1999-07-27**  
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### FILER

#### KEANE INC

CIK: **54883** | IRS No.: **042437166** | State of Incorporation: **MA** | Fiscal Year End: **1231**  
Type: **POS AM** | Act: **33** | File No.: **333-46329** | Film No.: **99670676**  
SIC: **7371** Computer programming services

Mailing Address  
*TEN CITY SQ  
BOSTON MA 02109*

Business Address  
*TEN CITY SQ  
BOSTON MA 02129  
6172419200*

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE

AMENDMENT NO. 1

TO

FORM S-3

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REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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KEANE, INC.

(Exact Name of Registrant as Specified in its Charter)

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MASSACHUSETTS

(State or Other Jurisdiction  
of Incorporation or Organization)

04-2437166

(I.R.S. Employer Identification No.)

TEN CITY SQUARE  
BOSTON, MASSACHUSETTS 02129  
(617) 241-9200

(Address, including zip code, and  
telephone number, including area code,  
of registrant's principal  
executive offices)

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JOHN F. KEANE  
KEANE, INC.  
TEN CITY SQUARE  
BOSTON, MASSACHUSETTS 02129  
(617) 241-9200

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

COPY TO:

HAL J. LEIBOWITZ, ESQ.  
C/O HALE AND DORR LLP  
60 STATE STREET  
BOSTON, MASSACHUSETTS 02109  
(617) 526-6000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC: Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_.

If delivery of the Prospectus is expected to be made pursuant to Rule 434, please check the following box.

EXPLANATORY NOTE:

PURSUANT TO A REGISTRATION STATEMENT ON FORM S-3, AS AMENDED (FILE NO. 333-46329) (THE "REGISTRATION STATEMENT"), KEANE, INC. (THE "COMPANY") REGISTERED AN AGGREGATE OF 189,828 SHARES OF COMMON STOCK, \$.10 PAR VALUE PER SHARE (THE "COMMON STOCK"), OF THE COMPANY HELD BY CERTAIN STOCKHOLDERS OF THE COMPANY (THE "SHARES").

THE OFFERING OF THE SHARES TERMINATED ON JULY 27, 1999. AN AGGREGATE OF 122,750 SHARES WERE SOLD IN THE OFFERING. ACCORDINGLY, THIS POST-EFFECTIVE AMENDMENT NO. 1 TO THE REGISTRATION STATEMENT IS BEING FILED FOR THE PURPOSE OF DEREGISTERING THE REMAINING 67,078 SHARES WHICH WERE NOT SOLD IN THE OFFERING.

SIGNATURE

Pursuant to Rule 478 promulgated under the Securities Act of 1933, as amended, the Registrant duly caused this Post-Effective Amendment No. 1 to the

Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Commonwealth of Massachusetts on the 26th day of July, 1999.

KEANE, INC.

By: /s/ Wallace A. Cataldo

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Wallace A. Cataldo  
Vice President, Finance