

SECURITIES AND EXCHANGE COMMISSION

FORM POS AM

Post-Effective amendments for registration statement

Filing Date: **1999-07-27**
SEC Accession No. **0000927016-99-002684**

(HTML Version on secdatabase.com)

FILER

KEANE INC

CIK: **54883** | IRS No.: **042437166** | State of Incorporation: **MA** | Fiscal Year End: **1231**
Type: **POS AM** | Act: **33** | File No.: **333-56733** | Film No.: **99670607**
SIC: **7371** Computer programming services

Mailing Address
*TEN CITY SQ
BOSTON MA 02109*

Business Address
*TEN CITY SQ
BOSTON MA 02129
6172419200*

As filed with the Securities and Exchange Commission on July 27, 1999

Registration Statement No. 333-56733

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE

AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

KEANE, INC.

(Exact Name of Registrant as Specified in its Charter)

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)

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. 333-56733) (THE "REGISTRATION STATEMENT"), KEANE, INC. (THE "COMPANY") REGISTERED AN AGGREGATE OF 2,336,196 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 2,271,157 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 65,039 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

Wallace A. Cataldo
Vice President, Finance