

ART TECHNOLOGY GROUP INC  
Form S-8 POS  
January 05, 2011

As filed with the Securities and Exchange Commission on January 5, 2011

**Registration Statement No. 333-120154**

**UNITED STATES  
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  
ART TECHNOLOGY GROUP, INC.**

*(Exact Name of Registrant as Specified in Its Charter)*

Delaware  
*(State or other jurisdiction  
of Incorporation)*

One Main Street  
Cambridge, Massachusetts 02142  
(617) 386-1000  
*(Address of Registrant's Principal Executive Offices)*

04-3141918  
*(I.R.S. Employer  
Identification No.)*

**Primus 1999 Non-officer Stock Option Plan  
Primus 1999 Stock Incentive Compensation Plan**  
*(Full Title of the Plan)*

**Dorian Daley**  
President and Chief Executive Officer  
Art Technology Group, Inc.  
One Main Street  
Cambridge, Massachusetts 02142  
(617) 386-1000

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

**Copies to:**  
**Julia K. Cowles, Esq.**  
Davis Polk & Wardwell LLP  
1600 El Camino Real  
Menlo Park, California 94025  
(650) 752-2000

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

Smaller reporting  
company

(Do not check if a smaller  
reporting company)

**DEREGISTRATION OF COMMON STOCK**

On November 2, 2004, the Registrant filed with the Securities and Exchange Commission a registration statement on Form S-8, Registration No. 333-120154 (the Registration Statement ), for the sale of 1,178,174 shares of the common stock (the Common Stock ), par value \$.01 per share, of the Registrant under the Registrant's Primus 1999 Non-officer Stock Option Plan and 4,847,474 shares of Common Stock under the Registrant's Primus 1999 Stock Incentive Compensation Plan.

On January 5, 2011, pursuant to the terms of the Agreement and Plan of Merger, dated as of November 2, 2010, by and among the Registrant, Oracle Corporation and Amsterdam Acquisition Sub Corporation, a wholly-owned subsidiary of Oracle Corporation, Amsterdam Acquisition Sub Corporation merged with and into the Registrant, and the Registrant became a wholly-owned subsidiary of Oracle Corporation (the Merger ). As a result of the Merger, the offering pursuant to the Registration Statement has been terminated. In accordance with an undertaking made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the Common Stock registered under the Registration Statement that remain unsold at the termination of the offering, the Registrant hereby removes from registration the Common Stock registered but unsold under the Registration Statement.

**SIGNATURES**

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 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 Redwood City, State of California, on this 5<sup>th</sup> day of January, 2011.

**ART TECHNOLOGY GROUP, INC.**

By: /s/ Dorian Daley  
Dorian Daley  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated below.

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/s/ Dorian Daley Dorian Daley	President and Chief Executive Officer (principal executive officer)	January 5, 2011
/s/ Jeff Epstein Jeff Epstein	Chief Financial Officer (principal financial and accounting officer)	January 5, 2011
/s/ Thomas Angioletti Thomas Angioletti	Director	January 5, 2011