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RADISYS CORP
Form S-8 POS
July 18, 2002

As filed with the Securities and Exchange Commission on July 18, 2002
Registration No. 333-46473

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

RADISYS CORPORATION
(Exact name of registrant as specified in its charter)

OREGON
(State or other jurisdiction
of incorporation or organization)

93-0945232
(IRS Employer
Identification No.)

5445 NE Dawson Creek Drive
Hillsboro, Oregon
(Address of Principal
Executive Offices)

97124
(Zip Code)

RadiSys Corporation
1995 Stock Incentive Plan, as amended
(Full title of plan)

Julia A. Harper
Vice President of Finance and Administration and Chief Financial Officer
RadiSys Corporation
5445 NE Dawson Creek Drive
Hillsboro, OR 97124
(Name and address of agent for service)

Telephone number, including area code, of agent for service: (503) 615-1100

Copy to:

John R. Thomas
Stoel Rives LLP
900 SW Fifth Avenue, Suite 2600
Portland, Oregon 97204-1268

Post-Effective Amendment No. 1

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement
(File No. 333-46473) amends the cover page of the original filing by designating
Julia A. Harper, Vice President of Finance and Administration and Chief
Financial Officer of RadiSys Corporation, as the agent for service and changing

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the address to which copies of notices and communications should be sent. Item 8 of Part II (Exhibits) has also been amended to reflect the inclusion of Exhibit 24.2 (Powers of Attorney), filed herewith, and to update the references in Exhibit 4.1 (Second Restated Articles of Incorporation and amendments thereto) and Exhibit 4.2 (Restated Bylaws).

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

-
- 4.1 Second Restated Articles of Incorporation and amendments thereto. Incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 (Registration No. 33-95892), and by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2000.
 - 4.2 Restated Bylaws. Incorporated by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-8 (Registration No. 333-38966).
 - 5.1 Opinion of Stoel Rives LLP.*
 - 23.1 Consent of Price Waterhouse LLP.*
 - 23.2 Consent of Stoel Rives (included in Exhibit 5.1).*
 - 24.1 Powers of Attorney.*
 - 24.2 Powers of Attorney.**

* Filed previously.

** Filed herewith.

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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hillsboro, State of Oregon, on July 16, 2002.

RADISYS CORPORATION

By: /s/ JULIA A. HARPER

Julia A. Harper
Vice President of Finance and
Administration and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this amendment to this registration statement has been signed by the following persons in the capacities indicated on July 16, 2002.

Signature

Title

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-----	-----
/s/RONALD A. DILBECK ----- Ronald A. Dilbeck	Acting President and Chief Executive Officer (Principal Executive Officer)
/s/JULIA A. HARPER ----- Julia A. Harper	Vice President of Finance and Administration and Chief Financial Officer (Principal Financial and Accounting Officer)
/s/CARL W. NEUN -----* Carl W. Neun	Chairman of the Board
/s/JAMES F. DALTON -----* James F. Dalton	Director
/s/RICHARD J. FAUBERT -----* Richard J. Faubert	Director
/s/C. SCOTT GIBSON -----* C. Scott Gibson	Director
/s/JEAN-CLAUDE PETERSCHMITT -----* Jean-Claude Peterschmitt	Director
/s/JEAN-PIERRE D. PATKAY -----* Jean-Pierre D. Patkay	Director

*By /s/JULIA A. HARPER

Julia A. Harper, as attorney-in-fact

EXHIBIT INDEX

Exhibit Number -----	Document Description -----
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