

RENTRAK CORP  
Form S-8 POS  
April 23, 2010

**Registration No. 333-153643**

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

REGISTRATION STATEMENT UNDER

THE SECURITIES ACT OF 1933

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**RENTRAK CORPORATION**

**(Exact name of registrant as specified in its charter)**

Oregon  
**(State of incorporation)**

One Airport Center  
7700 NE Ambassador Place  
Portland, OR  
**(Address of principal executive**

93-0780536  
**(IRS Employer Identification No.)**  
97220  
**(Zip Code)**

offices)

The Executive Nonqualified Excess Plan

**(Full title of the plan)**

**William P. Livek**

**Chief Executive Officer**

**Rentrak Corporation**

**One Airport Center**

**7700 NE Ambassador Place**

**Portland, OR 97220**

**Telephone: (503) 284-7581**

**(Name, address, and telephone number of agent for service)**

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company.

Large accelerated filer	<input type="radio"/>	Accelerated filer	<input checked="" type="radio"/>
Non-accelerated filer	<input type="radio"/>	Smaller reporting company	<input type="radio"/>

DEREGISTRATION

Pursuant to Registration Statement on Form S-8 (No. 333-153643) filed with the Securities and Exchange Commission on September 24, 2008, Rentrak Corporation, an Oregon corporation, registered \$2,000,000 of deferred compensation obligations under the Executive Nonqualified Excess Plan, a deferred compensation plan. The plan was terminated on December 31, 2008, and account balances totaling \$12,690 were distributed to participants following a one-year waiting period. The Registration Statement is hereby amended to deregister the remaining \$1,987,310 of deferred compensation obligations.

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 Portland, state of Oregon, as of the 15<sup>th</sup> day of April, 2010.

**RENTRAK CORPORATION**  
(Registrant)

By: /s/ David Chemerow  
David Chemerow  
Chief Operating Officer and Chief  
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of the 15<sup>th</sup> day of April, 2010.

**Signature**

**Title**

(1) PRINCIPAL EXECUTIVE OFFICER AND  
DIRECTOR:

/s/ William P. Livek  
William P. Livek

Chief Executive Officer and Director

(2) PRINCIPAL FINANCIAL AND  
ACCOUNTING OFFICER:

/s/ David I. Chemerow  
David I. Chemerow

Chief Operating Officer and Chief Financial  
Officer

(3) A Majority of the Board of Directors:

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/s/ Paul A. Rosenbaum  
Paul A. Rosenbaum

Chairman of the Board

\*THOMAS D. ALLEN  
\*GEORGE H. KUPER  
\*BRENT D. ROSENTHAL  
\*RALPH R. SHAW

Director  
Director  
Director  
Director

\*By                   /s/ Paul A. Rosenbaum  
                          Paul A. Rosenbaum  
                          Attorney-in-Fact