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COMMTOUCH SOFTWARE LTD

Form 20-F/A

April 29, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 20-F/A  
Amendment No. 1

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934 For the fiscal year ended December 31, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-26495

COMMTOUCH SOFTWARE LTD.  
(Exact name of Registrant as specified in its charter and  
translation of Registrant's name into English)

Israel  
(Jurisdiction of incorporation or organization)

6 Hazoran Street Poleg Industrial Park, P.O. Box 8511 Netanya 42504,  
Israel 011-972-9-863-6888

(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class -----	Name of each exchange on which registered -----
N/A	None

Securities registered or to be registered pursuant to Section  
12(g) of the Act.

Ordinary Shares, par value NIS 0.05 per share  
-----

(Title of Class)

Securities for which there is a reporting obligation pursuant to  
Section 15(d) of the Act.

None

Indicate the number of outstanding shares of each of the issuer's classes of  
capital or common stock as of the close of the period covered by the annual  
report (December 31, 2001).

Ordinary Shares, par value NIS 0.05

17,496,819

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark which financial statement item the registrant has elected to follow. Item 17 [ ] Item 18 [X]

### PART III

#### Item 19 Exhibits

The list of exhibits required by this Item is incorporated by reference to the Exhibit Index which precedes the exhibits to this report.

### SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant certifies that it meets all of the requirements for filing on Form 20-F and has duly caused this amendment to annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

COMMTOUCH SOFTWARE LTD.

By: /s/ Devyani Patel

-----  
Devyani Patel  
V.P. Finance

April 26, 2002

#### Item 19. Exhibits

Exhibit Number -----	Description of Document -----
1.1	Memorandum of Association of the Registrant.(1)
1.2	Articles of Association of the Registrant.(6)
2.1	Specimen Certificate of Ordinary Shares.(1)
2.2	Amended and Restated Registration Rights Agreement dated as of April 19, 1999.(1)
2.2.1	Amendment No. 1 to Amended and Restated Registration Rights Agreement dated as of December 29, 1999.(4)
2.2.2	Amendment No. 2 to Amended and Restated Registration Rights Agreement dated as of March 10, 2000.(5)
2.3	Form of Tag-Along Rights (Right of First Refusal and Co-Sale) Agreement dated as of December 23, 1998.(1)
2.4	Form of Drag-Along Letter dated as of April 15, 1999.(1)
2.5	Ordinary Shares Purchase Agreement between Commtouch Software Ltd.

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And Torneaux Fund Ltd., dated January 23, 2001.(9)

- 2.6 Amended and Restated Merger and Exchange Agreement dated November 24, 2000 among Commtouch Software Ltd., Commtouch Inc., CW Acquisition Corporation, Wingra, Incorporated, the holder of certain of the outstanding capital stock of Wingra, Incorporated, and the holders of all the outstanding membership interests in Wingra Technologies, LLC other than that owned by Wingra, Incorporated.(10)
- 2.7 Registrant hereby agrees to furnish the Securities and Exchange Commission, upon request, with the instruments defining the rights of holders of long-term debt of the registrant with respect to which the total amount of securities authorized does not exceed 10% of the total assets of the Registrant.
- 2.8 Ordinary Shares and Warrants Purchase Agreement dated as of February 27, 2002 by and between Commtouch Software Ltd., and the Investors Listed on Exhibit A Thereto
- 4.1 Registrant's 1996 CSI Stock Option Plan and forms of agreements thereunder.(1)
- 4.2 Registrant's form of Stock Option Agreement for Israeli Employees.(1)
- 4.3 Registrant's 1999 Stock Option Plan and form of agreement thereunder.(1)
- 4.4 Commtouch Software Ltd. 1999 Nonemployee Directors Stock Option Plan.(1)
- 4.4.1 Amendment to Commtouch Software Ltd. 1999 Nonemployee Directors Stock Option Plan.(7)
- 4.5 Commtouch Software Ltd. 1999 Employee Stock Purchase Plan and forms thereunder.(1)
- 4.6 Sublease between ASCII of America, Inc. and Commtouch for Commtouch's offices in Santa Clara, California, dated December 16, 1998.(1)
- 4.7 Lease between DeAnza Building and Commtouch for Commtouch's offices in Sunnyvale, California, dated February 5, 1996, as amended.(1)
- 4.8 Form of Letter Agreement between the Registrant and U.S. Bancorp Piper Jaffray.(2)
- 4.9 Form of Customized Web-based Email Service Agreement by and between Go2Net, Inc. and the Registrant.(3)
- 4.9.1 Form of Share Warrant for Go2Net, Inc. to purchase ordinary shares of the Registrant.(3)
- 4.9.2 Form of Share Warrant for Microsoft Corporation to purchase ordinary shares of the Registrant dated October 26, 1999.(4)
- 4.9.3 Amendment dated December 29, 1999 to Form of Share Warrant for Microsoft Corporation to purchase ordinary shares of the Registrant.(4)

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- 4.9.4 Lockup Agreement between the Registrant and Microsoft Corporation dated December 29, 1999. (4)
- 4.10 Form of Share Purchase Agreement by and among the Registrant, Go2Net, Inc. and Vulcan Ventures Incorporated. (3)
- 4.10.1 Form of Registration Rights Agreement by and among the Registrant, Go2Net, Inc. and Vulcan Ventures Incorporated. (3)
- 4.10.2 Form of Letter Agreement between the Registrant and Selling Securityholders extending deadline for SEC registration. (4)
- 4.11 Commtouch Software Ltd. 1999 Section 3(I) Share Option Plan. (8)
- 4.12 Office Lease between EOP-Shoreline Technology Park, L.L.C. and Commtouch Software, Inc. dated October 28, 1999. (11)
- 4.13 Wingra Technologies, LLC 1998 Unit Option Plan (13)
- 4.14 Stock Purchase Agreement between Commtouch Software Ltd. and Rideau Ltd., dated June 1, 2001 (12)
- 4.15 Form of Wingra Technologies, LLC Investor Option Agreement (14)
- 4.16 Form of Wingra Technologies, LLC Investor Warrant Agreement (15)
- 4.17 Stock Purchase Agreement between Commtouch Software Ltd. and Hughes Holdings LLC., dated June 5, 2001 (16)
- 4.18 Agreement of Commercial Lease between Am-Ram Pituah Drom Netanya (South Netanya Development) Ltd. as Lessor and Comtouch Software Ltd. as Lessee dated June 3, 2000 for premises in Netanya, Israel. (17)
- 4.19 Conditional Lease Termination Agreement between EOP-Shoreline Technology Park, L.L.C. and Commtouch Inc. dated December 21, 2001
- 4.20 Settlement between Compaq Financial Services Corporation and Commtouch Inc. and Commtouch Software Ltd. dated December 21, 2001
- 4.21 Settlement and Termination of Services Agreement between Exodus Communications, Inc. and Commtouch Inc. dated January 10, 2002
- 4.22 Amended and Restated 1996 CSI Stock Option Plans and form of agreement thereunder (18)
- 4.23 Amended and Restated 1999 Section 3(i) Share Option Plan and form of option agreement thereunder (19)
- 4.24 Amended 1999 Non-Employee Directors Stock Option Plan and form of agreement thereunder (20)
- 4.25 Agreement of Merger between CP Software Group Inc., Commtouch Software Ltd, MailCentro, Inc. and CP SGNEWCO, Inc. dated November 16, 2001
- 4.26 Business Unit Purchase Agreement by and between Telecomputing, Inc. and Commtouch Inc. dated January 15, 2002
- 4.27 Sale and Purchase Agreement by and between Commtouch Software Ltd., Commtouch Inc., Wingra, Incorporated, Wingra Technologies, L.L.C., Jan Eddy and Steven Entine dated February 25, 2002

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- 8 Subsidiaries of the Company.
- 10.1 Consent of Kost, Forer & Gabbay, independent auditors.\*
- 10.2 Memorandum of Understanding between the Registrant, Go2Net, Inc. and Vulcan Ventures Incorporated, dated July 7, 1999.(2)

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- (1) Incorporated by reference to similarly numbered exhibit in Amendment No. 1 to Registration Statement on Form F-1 of Commtouch Software Ltd., File No. 333-78531.
  - (2) Incorporated by reference to similarly numbered exhibit in Amendment No. 4 to Registration Statement on Form F-1 of Commtouch Software Ltd., File No. 333-78531.
  - (3) Incorporated by reference to similarly numbered exhibit in Amendment No. 5 to Registration Statement on Form F-1 of Commtouch Software Ltd., File No. 333-78531.
  - (4) Incorporated by reference to similarly numbered exhibit in Amendment No. 1 to Registration Statement on Form F-1 of Commtouch Software Ltd., File No. 333-89773.
  - (5) Incorporated by reference to similarly numbered exhibit in Amendment No. 2 to Registration Statement on Form F-1 of Commtouch Software Ltd., File No. 333-89773, filed March 28, 2000.
  - (6) Incorporated by reference to Exhibit 2 to Report on Form 6-K for the month of August 2000.
  - (7) Incorporated by reference to Exhibit 3 to Report on Form 6-K for the month of August 2000.
  - (8) Incorporated by reference to Exhibit 10.2 to Registration Statement on Form S-8 No. 333-94995.
  - (9) Incorporated by reference to Exhibit 2 to Report on Form 6-K for the month of January 2001.
  - (10) Incorporated by reference to Exhibit 3 to Report on Form 6-K for the month of January 2001.
  - (11) Incorporated by reference to Exhibit 1 to Report on Form 6-K for the month of January 2001.
  - (12) Incorporated by reference to Exhibit 1 to Report on Form 6-K for the month of May 2001, filed June 1, 2001.
  - (13) Incorporated by reference to Exhibit 2 to Report on Form 6-K for the month of May 2001, filed June 1, 2001.
  - (14) Incorporated by reference to Exhibit 3 to Report on Form 6-K for the month of May 2001, filed June 1, 2001.
  - (15) Incorporated by reference to Exhibit 4 to Report on Form 6-K for the month of May 2001, filed June 1, 2001.
  - (16) Incorporated by reference to Exhibit 4 to Report on Form 6-K for the month of May 2001, filed June 12, 2001.
  - (17) Incorporated by reference to Exhibit 10.13 to Amendment No. 1 to Annual Report on Form 20-F for the year ended December 31, 2000.
  - (18) Incorporated by reference to Exhibit 4 to Schedule TO, filed July 20, 2001.
  - (19) Incorporated by reference to Exhibit 5 to Schedule TO, filed July 20, 2001.
  - (20) Incorporated by reference to Exhibit 6 to Schedule TO, filed July 20, 2001.

\* Filed herewith. All other exhibits previously filed.

Exhibit 10.1

Consent of Kost, Forer & Gabbay, independent auditors.