

COMMTOUCH SOFTWARE LTD

Form 424B3

March 13, 2002

PROSPECTUS SUPPLEMENT  
DATED MARCH 13, 2002  
(TO PROSPECTUS DATED SEPTEMBER 26, 2001)

Filed under Rules 424(b)(3) and (c)  
Registration No. 333-68248

PROSPECTUS SUPPLEMENT

1,373,241 SHARES  
COMMTOUCH SOFTWARE LTD.  
ORDINARY SHARES

-----

This prospectus supplement supplements the prospectus dated September 26, 2001 relating to the resale by certain securityholders of Commtouch Software Ltd. of ordinary shares of the Company.

The section of the prospectus entitled "SELLING SECURITYHOLDERS" is hereby amended by substituting the following table and related footnotes for the similar information in the prospectus:

-----

SELLING SECURITYHOLDERS

The following table presents information provided by the Selling Securityholders with respect to beneficial ownership of our ordinary shares as of December 31, 2001, and as adjusted to reflect the sale of the shares offered by this prospectus and prospectus supplement, by the Selling Securityholders and assumes that all shares being offered by this prospectus are ultimately sold in the offering by the Selling Securityholders.

The table includes all shares issuable within 60 days of December 31, 2001 upon the exercise of options, warrants and other rights beneficially owned by the indicated shareholders on that date and registered under the registration statement of which this prospectus and prospectus supplement are a part. Beneficial ownership as set forth below includes the power to direct the voting or the disposition of the securities or to receive the economic benefit of ownership of the securities. To our knowledge, except under applicable community property laws or as otherwise indicated, the persons named in the table have sole voting and sole investment control with respect to all shares beneficially owned. The applicable percentage of ownership for each shareholder is based on 17,496,819 ordinary shares outstanding as of December 31, 2001 and 16,123,578 ordinary shares outstanding immediately following the completion of this offering, together with applicable options and/or warrants for that shareholder that are exercisable within 60 days of December 31, 2001.

	Shares Beneficially Owned Prior to Offering	Shares to be Offered	Shares Beneficially Owned After Offering
--	---	----------------------------	--



Edgar Filing: COMMTOUCH SOFTWARE LTD - Form 424B3

R. Stephen Holdeman 1809 Stratford Ln. Rockford, IL 61107	7,810	*	7,810	0
David Jackson (1) 514 Crecent Ln. Thiensville, WI 53092	8,909	*	8,909	0
Douglas C. Johnson (3) 2219 Hamilton Ln. Darien, IL 60561	13,030	*	13,030	0
Todd Johnson 6833 Cedar Creek Rd. Cedarburg, WI 53012	7,810	*	7,810	0
W. Robert Koch (1) 5609 Trempealeau Tr. Madison, WI 53705	68,300	*	68,300	0
Leif Larson (1) W52 N629 Highland Dr. Cedarburg, WI 53012	18,379	*	18,379	0
Gregory and Margaret Larson 509 8th St. Waunakee, WI 53597	62,492	*	62,492	0
Roland Pampel 17 North Main St. P.O. Box 879 Essex, CT 06426	12,047	*	12,047	0
D. Scott Paul 3939 Monona Dr. #402 Monona, WI 53716	11,716	*	11,716	0
John and Josephine Pollock (1) 1155 Farwell Dr. Madison, WI 53704	18,378	*	18,378	0
John Shaefer 708 Timber Ridge Sun Prairie, WI 53590	13,048	*	13,048	0
Lawrence and Lois Sobyak 4529 Meadow Wood Cir. De Forest, WI 53532	4,810	*	4,810	0
Ken Urso (1) 3330 University Ave., Ste. 320 Madison, WI 53705	5,348	*	5,348	0

2

	Shares Beneficially Owned Prior to Offering	Shares to be Offered	Shares Benef Owned A Offeri
--	---	----------------------------	-----------------------------------

Edgar Filing: COMMTOUCH SOFTWARE LTD - Form 424B3

Name of Beneficial Owner	Number	Percent of Outstanding Shares	Number	Number	Per Outs S
John C. Zimdars, Jr.(4)					0 --
440 Science Dr., Ste. 403 Madison, WI 53711	10,065	*	10,065		
	<u>1,373,241</u> =====	<u>7.8%</u> =====	<u>1,373,241</u> =====	<u>0</u> ==	