

NEOMAGIC CORP
Form POS AM
May 30, 2003

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As filed with the Securities and Exchange Commission on May 30, 2003
Registration No. 333-76410

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 REGISTRATION STATEMENT *Under* *The Securities Act of 1933*

NEOMAGIC CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

77-0344424
(I.R.S. Employer
Identification Number)

**3250 Jay Street
Santa Clara, California 95054
(408) 988-7020**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Prakash C. Agarwal
President and Chief Executive Officer
NeoMagic Corporation
3250 Jay Street
Santa Clara, California 95054
(408) 988-7020**

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

Copies to:

**Michael J. Danaher, Esq.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300**

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Prakash C. Agarwal</u> Prakash C. Agarwal	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	May 30, 2003
<u>/s/ Stephen T. Lanza</u> Stephen T. Lanza	Senior Vice President, Operations and Business Development and Chief Financial Officer <i>(Principal Financial Officer) (Principal Accounting Officer)</i>	May 30, 2003
<u>*</u> James Lally	Director	May 30, 2003
<u>*</u> Brian Dougherty	Director	May 30, 2003
<u>Anil K. Gupta</u> <u>/s/ Stephen T. Lanza</u> Stephen T. Lanza	Attorney-in-fact*	May 30, 2003

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