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USDATA CORP
Form S-8 POS
June 25, 2003

As filed with the Securities and Exchange Commission on June 25, 2003

Registration No. 333-65505

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

USDATA CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation of Organization)

75-2405152
(I.R.S. Employer Identification No.)

2435 North Central Expressway
Richardson, Texas 75080-2722
(Address of Principal Executive
Offices)

1982 INCENTIVE STOCK OPTION PLAN, 1992 INCENTIVE AND NONSTATUTORY OPTION
PLAN AND AMENDED AND RESTATED 1994 EQUITY COMPENSATION PLAN
(Full Title of the Plans)

James E. Fleet
Chief Executive Officer
USDATA Corporation
2435 North Central Expressway
Richardson, Texas 75080-2722
(Name and address of agent for service)

(972) 680-9700
(Telephone number, including area code, of agent for service)

Copy to:

Richard A. Silfen, Esq.
Morgan, Lewis & Bockius, LLP
1701 Market Street
Philadelphia, PA 19103-2921
(215) 963-5000

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DEREGISTRATION OF SECURITIES

USDATA Corporation, a Delaware Corporation (the "Company"), previously filed a registration statement on Form S-8 (File No. 333-00964) for the purpose of registering 1,301,322 shares of its common stock to be issued under the Company's 1982 Incentive Stock Option Plan, 1992 Incentive and Non statutory Option Plan or Amended and Restated 1994 Equity Compensation Plan. The Company is filing this Post-Effective Amendment to that registration statement to deregister any and all remaining unsold shares of common stock covered by such registration statement (including such additional shares of common stock offered or issued to prevent dilution resulting from stock splits, stock dividends, recapitalizations or other capital adjustments) as of the date hereof. The share amounts set forth above do not reflect the one-for-five reverse stock split effected with respect to the Company's common stock on August 21, 2001.

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 Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Richardson, state of Texas on June 24, 2003.

USDATA CORPORATION

By: /s/ James E. Fleet

James E. Fleet
Interim President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ James. E. Fleet ----- James E. Fleet	Interim President and Chief Executive Officer, Director (Principal Executive Officer)	June 24, 2003
/s/ Jennifer P. Dooley ----- Jennifer P. Dooley	Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	June 24, 2003
/s/ Yaron Eitan ----- Yaron Eitan	Chairman of the Board	June 25, 2003
/s/ Winston J. Churchill -----	Director	June 24, 2003

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Winston J. Churchill

/s/ James W. Dixon Director June 24, 2003

James W. Dixon

/s/ Randy T. Illig Director June 24, 2003

Randy T. Illig