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RENTRAK CORP  
Form S-8 POS  
July 28, 2004

Registration No. 33-48657

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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)

93-0780536  
(IRS Employer Identification No.)

7700 N.E. Ambassador Place  
Portland, Oregon  
(Address of principal executive offices)

97220  
(Zip Code)

1992 EMPLOYEE STOCK PURCHASE PLAN  
(Full title of the plan)

F. Kim Cox  
President and Secretary  
Rentrak Corporation  
7700 N.E. Ambassador Place  
Portland, Oregon 97220  
Telephone (503) 284-7581  
(Name, address, and telephone number of agent for service)

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DEREGISTRATION

Pursuant to Registration Statement on Form S-8 (No. 33-48657) filed with the Securities and Exchange Commission on June 22, 1992, Rentrak Corporation, an Oregon corporation, registered 200,000 shares of common stock, \$0.001 par value per share, for issuance under the 1992 Employee Stock Purchase Plan. Of the 200,000 shares originally registered, 64,986 shares were sold. The Registration Statement is hereby amended to deregister 135,014 shares of common stock, \$0.001 par value per share, of Rentrak Corporation.

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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 post-effective amendment to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Portland, state of Oregon, on the 26th day of July, 2004.

RENTRAK CORPORATION  
(Registrant)

By /s/ F. Kim Cox

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F. Kim Cox  
President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to registration statement has been signed by the following persons in the capacities indicated as of the 26th day of July, 2004.

Signature

Title

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Principal Executive Officer and Director:

/s/ Paul A. Rosenbaum

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Paul A. Rosenbaum

Chairman and Chief Executive Officer,  
Director

Principal Financial and Accounting Officer:

/s/ Mark L. Thoenes

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Mark L. Thoenes

Senior Vice President and Chief  
Financial Officer

A majority of the Board of Directors:

/s/ Cecil D. Andrus

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Cecil D. Andrus

Director

/s/ George H. Kuper

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Director

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George H. Kuper

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/s/ Joon S. Moon

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Joon S. Moon

Director

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James G. Petcoff

Director

/s/ Stanford C. Stoddard

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Stanford C. Stoddard

Director

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