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FALCONSTOR SOFTWARE INC  
Form 424B3  
November 04, 2004

RULE 424(B)(3)  
TO REGISTRATION STATEMENT 333-69830

FALCONSTOR SOFTWARE, INC.  
SUPPLEMENT DATED NOVEMBER 23, 2004  
TO  
PROSPECTUS DATED OCTOBER 19, 2001

The following information amends and restates the "Selling Stockholders" table contained in the Prospectus dated October 19, 2001, as supplemented on December 4, 2002 and June 23, 2003 ("Prospectus") relating to the sale of an aggregate of 28,247,984 shares of common stock, \$.001 par value ("Common Stock"), by certain persons ("Selling Stockholders"). All capitalized terms used herein which are not otherwise defined have the meaning ascribed to them in the Prospectus. The "Selling Stockholders" table is being amended primarily to reflect a charitable gift of 13,500 shares by ReiJane Huai to the Portledge School. Accordingly, the number of shares held by Mr. Huai and the number of shares to be sold by Mr. Huai pursuant to the Prospectus shall be reduced by 13,500 and the Portledge School may sell up to 13,500 shares of Common Stock pursuant to the Prospectus. The Portledge School owns no other shares of Common Stock and has not been an officer, director or employee of the Company for the past three years. In addition, certain information in the Selling Stockholders table has changed since the effective date of the Registration Statement underlying the Prospectus.