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ISLAND PACIFIC INC  
Form POS AM  
July 14, 2004

As filed with the Securities and Exchange Commission on July 14, 2004  
Securities Act Registration No. 333-108747 Exchange Act

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ISLAND PACIFIC, INC.

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(Exact Name of Registrant as Specified in its Charter)

Delaware  
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(State or Other Jurisdiction  
of Incorporation)

33-0896617  
-----  
(IRS Employer Identification Number)

19800 MacArthur Boulevard, Suite 1200  
Irvine, California 92612

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(Address of Registrant's Principal Executive Offices)

1998 Incentive Stock Plan  
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(Full Title of the Plan)

The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, Delaware 19801  
(302) 658-7581

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(Name, Address and Telephone Number of Agent for Service)

It is requested that copies of communications be sent to:

Ran Furman  
Chief Financial Officer  
19800 MacArthur Boulevard, Suite 1200  
Irvine, California 92612  
(877) 784-7978

Harry J. Proctor, Esq.  
Solomon Ward Seidenwurm & Smith, LLP  
401 B Street, Suite 1200  
San Diego, California 92 101  
(619) 231-0303  
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CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Offering Price
\$.0001 par value common stock	N/A (1)	N/A (1)	N/A (1)

(1) No additional securities are to be registered and registration fees were paid upon filing of the original Registration No. 333-108747.

PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT  
AMENDMENT TO THE REGISTRATION STATEMENT

The Registrant's Form S-8 Registration Statement filed with the Securities and Exchange Commission (the "Commission") on September 12, 2003 (Registration No. 333-108747) as amended on July 12, 2004 (the "Registration Statement") is hereby further amended to deregister the remaining 1,381,889 shares of common stock registered under the Registrant's 1998 Stock Incentive Plan (the "1998 Plan") effective as of July 14, 2004.

The Registration Statement shall remain in effect for purposes of outstanding stock options granted under the 1998 Plan.

The contents of the Registration Statement are otherwise incorporated by reference into this Post-Effective Amendment No. 2 to such Registration Statement, except as described herein. Required consents and signatures are included in this amendment.

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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 the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in La Jolla, California, on July 14, 2004.

ISLAND PACIFIC, INC.,  
a Delaware corporation

By: /s/ Ran Furman

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Ran Furman  
Chief Financial Officer

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