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IDT CORP  
Form S-8 POS  
October 08, 2002

As filed with the Securities and Exchange Commission on October 8, 2002  
Registration No. 333-49150

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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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IDT CORPORATION

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(Exact name of registrant as specified  
in its charter)

Delaware  
-----  
(State of  
Incorporation)

22-3415036  
-----  
(I.R.S. Employer  
Identification No.)

520 Broad Street  
Newark, New Jersey 07102  
(973) 438-1000

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(Address of Principal Executive Offices, Including Zip Code)

IDT Corporation 1996 Stock Option and Incentive Plan,  
as Amended and Restated

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(Full Title of the Plan)

Howard S. Jonas  
Chairman  
IDT Corporation  
520 Broad Street  
Newark, New Jersey 07102  
(973) 438-1000

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

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Copies to:

Joyce J. Mason, Esq.  
General Counsel and Secretary  
IDT Corporation  
520 Broad Street  
Newark, New Jersey 07102  
(973) 438-1000

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EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement (this "Registration Statement") is being filed by IDT Corporation, a Delaware corporation (the "Registrant" or the "Company"), to correct a typographical error (with respect to the aggregate number of shares of the Registrant's common stock, par value \$0.01 per share (the "Common Stock"), reserved for issuance under the Registrant's 1996 Stock Option and Incentive Plan, as Amended and Restated (the "Plan")) contained in the section captioned "Explanatory Note" of the Registrant's Registration Statement on Form S-8 (File No. 333-49150) filed with the Securities and Exchange Commission on November 2, 2000. Such "Explanatory Note" is hereby amended and restated in its entirety as follows:

"EXPLANATORY NOTE

The 1,500,000 shares covered by this Registration Statement represent additional shares of Common Stock that were reserved for issuance from time to time under the Plan as a result of an amendment increasing the aggregate number of shares of Common Stock reserved for issuance thereunder from 4,800,000 to 6,300,000 (as of the date of such amendment)."

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Pursuant to General Instruction E to Form S-8, the contents of the Registrant's Form S-8 Registration Statement (File No. 333-19727) filed with the Securities and Exchange Commission on January 14, 1997 are incorporated by reference into this Registration Statement.

For purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such statement in such document. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

Certain legal matters with respect to the Common Stock and Class B Common Stock have been passed on by Joyce J. Mason, Esq. Ms. Mason is Senior

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Vice President, Secretary, General Counsel and a director of the Company and is the beneficial owner of 88,970 shares of Common Stock and 204,470 shares of Class B Common Stock, including 4,640 shares of Common Stock and 9,215 shares of Class B Common Stock held by members of her immediate family and 73,950 shares of Common Stock and 183,350 shares of Class B Common Stock issuable upon the exercise of employee stock options exercisable within 60 days (as adjusted to reflect the Class B Common Stock dividend effected in May 2001).

Item 8. Exhibits.

Pursuant to General Instruction E to Form S-8, only the following exhibits are required:

Exhibit Number -----	Description -----
4.1	Certificate of Amendment to the Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.03 to Form 10-Q for the three months ended December 31, 2000 (File No. 000-27898), filed on December 15, 2000).
5.1	Opinion of Joyce J. Mason, Esq. (previously filed).
23.1	Consent of Joyce J. Mason, Esq. (included in Exhibit 5.1 hereto).
23.2	Consent of Ernst & Young LLP.
23.3	Consent of Grant Thornton LLP.
24.1	Power of Attorney (previously filed).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newark, State of New Jersey, on October 4, 2002.

IDT CORPORATION

By: /s/ James A. Courter

-----  
James A. Courter  
Vice Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement has been signed by the following persons in the capacities indicated on this 4th day of October, 2002.

Signature

Titles

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*	Chairman
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Howard S. Jonas	
/s/ James A. Courter	Vice Chairman and Chief Execu
-----	(Principal Executive Of
James A. Courter	
/s/ Michael Fischberger	Chief Operating Officer an
-----	
Michael Fischberger	
*	Chief Financial Officer an
-----	(Principal Financial Of
Stephen R. Brown	
/s/ Marcelo Fischer	Chief Accounting Officer and
-----	(Principal Accounting O
Marcelo Fischer	
*	
-----	
Joyce J. Mason	Director
*	
-----	
Marc E. Knoller	Director
*	
-----	
Moshe Kaganoff	Director
*	
-----	
Geoffrey Rochwarger	Director
*	
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Meyer A. Berman	Director
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J. Warren Blaker	Director
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Saul K. Fenster	Director
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William Arthur Owens	Director
Signature	Titles
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William F. Weld Director  
/s/ Michael J. Levitt  
-----  
Michael J. Levitt Director  
/s/ Paul Reichmann  
-----  
Paul Reichmann Director

\* By: /s/ James A. Courter

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James A. Courter  
Attorney-in-Fact

EXHIBIT INDEX

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\* Filed herewith