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RENTRAK CORP
Form POS AM
July 28, 2004

Registration No. 33-86548

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

RENTRAK CORPORATION
(Exact name of registrant as specified in its charter)

Oregon 93-0780536
(State of incorporation) (IRS Employer Identification No.)

7700 N.E. Ambassador Place
Portland, Oregon 97220
(503) 284-7581
(Address and telephone number of registrant's principal executive offices)

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)

DEREGISTRATION

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Pursuant to Registration Statement on Form S-3 (No. 33-86548) filed with the Securities and Exchange Commission on November 21, 1994, Rentrak Corporation, an Oregon corporation, registered 1,888,950 shares of common stock,

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\$0.001 par value per share, for resale by the selling shareholders named therein. The Registration Statement is hereby amended to deregister the 747,500 shares of common stock, \$0.001 par value per share, of Rentrak Corporation remaining unsold.

-3-

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-3 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

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 ----- |
|---|--|
| Principal Executive Officer and Director: | |
| /s/ Paul A. Rosenbaum ----- Paul A. Rosenbaum | Chairman and Chief Executive Officer, Director |
| Principal Financial and Accounting Officer: | |
| /s/ Mark L. Thoenes ----- Mark L. Thoenes | Senior Vice President and Chief Financial Officer |
| A majority of the Board of Directors: | |
| /s/ Cecil D. Andrus ----- Cecil D. Andrus | Director |

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/s/ George H. Kuper

George H. Kuper

Director

-3-

/s/ Joon S. Moon

Joon S. Moon

Director

James G. Petcoff

Director

/s/ Stanford C. Stoddard

Stanford C. Stoddard

Director

-4-