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GSE SYSTEMS INC  
Form POS AM  
January 04, 2002

As filed with the Securities and Exchange Commission on January 4, 2002  
Registration No. 333-69424

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SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-1  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933  
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GSE SYSTEMS, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	7372 (Primary Standard Industrial Classification Code Number)	52-1868008 (IRS Employer Identification No.)
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9189 Red Branch Road  
Columbia, Maryland 21045  
(410) 772-3500

(Address, Including Zip Code, and Telephone Number, Including Area Code, of  
Registrant's Principal Executive Offices)

Richard Luebke, Esq.  
GSE Systems, Inc.  
9189 Red Branch Road  
Columbia, Maryland 21045  
(410) 772-3500

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

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Copies to:  
Thomas D. Washburne, Jr., Esq.  
Michael W. Conron, Esq.  
Venable, Baetjer and Howard, LLP  
Suite 1800, 2 Hopkins Plaza  
Baltimore, Maryland 21201-2978  
(410) 244-7400  
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Approximate date of commencement of proposed sale to the public: As soon as  
practicable after this Registration Statement is effective.

If any of the securities being registered on this form is to be offered on a  
delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, check the following box. [ X ]

If this Form is filed to register additional securities for an offering pursuant  
to Rule 462(b) under the Securities Act, please check the following box and list  
the Securities Act registration statement number of the earlier effective

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registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

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THIS POST-EFFECTIVE AMENDMENT NO. 1 SHALL BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(C) OF THE SECURITIES ACT OF 1933 ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(C), MAY DETERMINE.

DEREGISTRATION

In accordance with the undertakings contained in Part II of this Registration Statement and Item 512 of Regulation S-K, GSE Systems, Inc. (the "Registrant") has filed this Post-Effective Amendment No. 1 to remove from registration all of the securities registered under this Registration Statement which remain unsold at the termination of the offering.

The Registrant hereby removes from registration 1,697,090 shares of common stock, par value \$.01 per share (the "Common Stock"), and 1,697,090 rights to purchase Common Stock registered by the Registrant in this Registration Statement, which remain unsold at the termination of the offering.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused post-effective amendment no. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Howard, state of Maryland, on January 4, 2002.

GSE SYSTEMS, INC.

By: /S/ Chin-Our Jerry Jen  
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Chin-Our Jerry Jen  
President and Director  
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act, post-effective amendment no. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures Title Date

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/S/ Chin-Our Jerry Jen      President (Principal Executive Officer)      January 4, 2002  
-----  
Chin-Our Jerry Jen

/S/ Jeffery G. Hough      Chief Financial Officer (Principal      January 4, 2002  
-----      Financial Officer and Principal  
Jeffery G. Hough      Accounting Officer)

The Entire Board of Directors:

Chin-Our Jerry Jen	John A. Moore, Jr.
Sheldon L. Glashow, Ph.D	Jerome I. Feldman
Scott N. Greenberg	George J. Pedersen
Joseph W. Lewis	Roger L. Hagengruber, Ph.D.

By:      /S/ Chin-Our Jerry Jen      January 4, 2002  
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Chin-Our Jerry Jen  
Attorney-in-Fact