

As filed with the Securities and Exchange Commission on March , 2006
Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

MAGIC SOFTWARE ENTERPRISES LTD.
(Exact name of registrant as specified in its charter)

Israel **None**
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

5 HaPlada Street, Or-Yehuda, Israel 60218
(Address of Principal Executive Offices) (Zip Code)

2000 EMPLOYEE STOCK OPTION PLAN, AS AMENDED
(Full title of the plan)

**Magic Software Enterprises Inc.
Attn: Oren Inbar, Chief Executive Officer
23046 Avenida de la Carlota
Laguna Hills, CA 92653**
(Name and address of agent for service)

(949) 250-1718
(Telephone number, including area code, of agent for service)

Copies to:

Steven J. Glusband, Esq.
Carter, Ledyard & Milburn LLP
2 Wall Street
New York, New York 10005
(212) 732-3200

Amit Birk Adv.
Magic Software Enterprises Ltd.
5 Haplada Street
Or-Yehuda 60218, Israel
972-3-538-9322

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Ordinary Shares, par value NIS 0.1 per share.....	600,000 shares	\$1.66 (1)	\$996,000	\$106.57 (2)

(1) Calculated pursuant to Rule 457(h) and (c) on the basis of the average of the high and low prices (\$1.71 and \$1.61) of an ordinary share as quoted on the NASDAQ National Market System on March 1, 2006.

(2) Calculated pursuant to Section 6(b) of the Securities Act of 1933 as follows: proposed maximum aggregate offering price multiplied by .000107.

This Registration Statement shall become effective immediately upon filing as provided in Rule 462 under the Securities Act of 1933.

EXPLANATORY NOTE

The purpose of this Registration Statement is to register additional 600,000 Ordinary Shares for issuance under the Registrant's 2000 Employee Stock Option Plan, as amended and restated. In accordance with General Instruction E of Form S-8, the contents of the Registrant's Registration Statement on Form S-8 (File No. 333-104377) filed with the Securities and Exchange Commission (the "Commission") on March 8, 2001, are incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the information set forth below.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets 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 Or Yehuda, Israel on March 6, 2006.

MAGIC SOFTWARE ENTERPRISES LTD.

/s/ David Assia
By: _____
David Assia
Acting Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David Assia and Amit Birk, and each of them severally, his true and lawful attorney-in-fact, and agent each with power to act with or without the other, and with full power of substitution and resubstitution, to execute in the name of such person, in his capacity as a director or officer of Magic Software Enterprises Ltd., any and all amendments to this Registration Statement on Form S-8 and all instruments necessary or incidental in connection therewith, and to file the same with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or their substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on March 6, 2006, by the following persons in the capacities indicated.

<u>Signature</u>	<u>Title</u>
/s/ David Assia	Chairman of the Board of Directors and Director and Acting Chief Executive Officer
_____ David Assia	
/s/ Ziv Zviel	Acting Chief Financial Officer
_____ Ziv Zviel	
/s/ Dan Goldstein	Director
_____ Dan Goldstein	
/s/ Gad Goldstein	Director
_____ Gad Goldstein	
/s/ Naamit Salomon	Director
_____ Naamit Salomon	
/s/ Yehezkel Zeira	Director
_____ Yehezkel Zeira	

Signature

/s/ Elan Penn

Elan Penn

/s/ Yigal Bar-Yossef

Yigal Bar-Yossef

Magic Software Enterprises Inc.

/s/ Oren Inbar

Oren Inbar

Title

Outside Director

Outside Director

Authorized Representative in the
United States

EXHIBIT INDEX

<u>Exhibit No.</u>		<u>Page No.</u>
5	Opinion of Amit Birk, Adv.	8
23.1	Consent of Amit Birk, Adv. (included in Exhibit (5))	8
23.2	Consent of Kost Forer, Gabbay & Kasierer	9
23.3	Consent of Levy Cohen & Co. Chartered Accountants	10
23.4	Consent of ASG Audit Corporation, a Member of Grant Thornton International	11
23.5	Consent of Mock & Partners International, Register Accountants	12
24	Power of Attorney (included as part of this Registration Statement)	5

EXHIBIT 5

March 6, 2006

Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Magic Software Enterprises Ltd.

Ladies and Gentlemen:

As counsel for Magic Software Enterprises Ltd., an Israeli company (the "Company"), I have reviewed the Company's 2000 Employee Stock Option Plan, as amended, (the "Plan"), and the authorization to issue up to 600,000 additional Ordinary Shares, par value NIS 0.1 per share, of the Company (the "Shares") upon exercise of options under the Plan.

I have also examined originals, or copies certified or otherwise identified to my satisfaction, of such corporate records and such other documents, as I have deemed relevant as a basis for my opinion hereinafter expressed.

Based on the foregoing, I am of the opinion that the Shares have been duly and validly authorized for issuance and, when paid for in accordance with the terms of the Plan, the options granted thereunder will be legally issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion as an exhibit to the Company's Form S-8 Registration Statement relating to the Plan.

Very truly yours,
/s/ Amit Birk

Amit Birk, Adv.

Magic Software Enterprises Ltd.

5 HaPlada Street, Or-Yehuda 60218 Israel

Tel: (972-3) 538-9292 **Fax:** (972-3) 538-9393

מג'יק תעשיות תוכנה בע"מ
רחוב הפלדה 5, אור יהודה 60218, ישראל
טל: 03-5389393 פקס: 03-5389292

EXHIBIT 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference, in the Registration Statement on Form S-8 of Magic Software Enterprises Ltd. (the "Company"), relating to the registration of an additional 600,000 Ordinary Shares, par value NIS 0.1 per share, of the Company authorized for issuance under its 2000 Employee Stock Option Plan, of our report dated February 15, 2005 with respect to the consolidated financial statements of Magic Software Enterprises Ltd. and its subsidiaries included in its Annual Report on Form 20-F for the year ended December 31, 2004.

Tel-Aviv, Israel
March 1, 2006

/s/ Kost Forer Gabbay & Kasierer
Kost Forer Gabbay & Kasierer
A Member of Ernst & Young Global

EXHIBIT 23.3

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Dear Sir,

We hereby consent to the incorporation by reference, in the Registration Statement on Form S-8 of Magic Software Enterprises Ltd. (the “Company”) relating to the registration of an additional 600,000 Ordinary Shares, par value NIS 0.1 per share, of the company authorized for issuance under its 2000 Employee Stock Option Plan, of our reports dated 7th February 2005 and 26th January 2004 relating to the balance sheet of Magic Software Enterprises UK Limited, a wholly owned subsidiary of the Company, as of 31 December 2004 and 2003, and the related statements of operations and changes in shareholders’ equity for each of the three years ended December 31, 2004, 2003 and 2002, which report appears in the Company’s Annual Report on Form 20-F for the fiscal year ended December 31, 2004.

/s/ LEVY COHEN & CO

March 2, 2006

LEVY COHEN & CO
Registered Auditors

EXHIBIT 23.4

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference, in the Registration Statement on Form S-8 of Magic Software Enterprises Ltd. (the "Company") relating to the registration of an additional 600,000 Ordinary Shares, par value NIS 0.1 per share, of the Company authorized for issuance under its 2000 Employee Stock Option Plan, of our reports dated January 21, 2005 and January 28, 2004 relating to the balance sheets of Magic Software Japan K.K., a wholly-owned subsidiary of the Company, as of December 31, 2004 and 2003, and the related statements of operations and accumulated deficit for each of the three years ended December 31, 2004, which report appears in the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2004.

/s/ ASG Audit Corporation

Tokyo, Japan

ASG Audit Corporation
A Member of Grant Thornton
International

March 2, 2006

EXHIBIT 23.5

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Dear Sirs,

We hereby consent to the incorporation by reference, in the Registration Statement on Form S-8 of Magic Software Enterprises Ltd. (the "Company") relating to the registration of an additional 600,000 Ordinary Shares, par value NIS 0.1 per share, of the Company authorized for issuance under its 2000 Employee Stock Option Plan, of our report dated January 28, 2004 relating to the balance sheet of Magic Benelux B.V., a wholly-owned subsidiary of the Company, as of December 31, 2003, and the related statements of operations and changes in shareholders' equity for the year ended December 31, 2003, which report appears in the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2003.

/s/ Mock & Partners

March 2, 2006

Mock & Partners

Registeraccountants