

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

TELETECH HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of incorporation or organization)

7389  
(Primary Standard Industrial Classification Code Number)

84-1291044  
(I.R.S. Employee Identification No.)

1700 LINCOLN STREET, SUITE 1400  
DENVER, COLORADO 80203  
(303) 894-4000  
(Address, including zip code, and telephone number, including area code, of registrant's executive offices)

KENNETH D. TUCHMAN  
CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER  
TELETECH HOLDINGS, INC.  
1700 LINCOLN STREET, SUITE 1400  
DENVER, COLORADO 80203  
(303) 894-4000  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

WITH COPIES TO:

CHARLES EVANS GERBER, ESQ.  
HELEN N. KAMINSKI, ESQ.  
Neal, Gerber & Eisenberg  
Two North LaSalle Street  
Chicago, Illinois 60602  
(312) 269-8000

HOWARD S. LANZNAR, ESQ.  
MARK D. WOOD, ESQ.  
Katten Muchin & Zavis  
525 West Monroe Street  
Chicago, Illinois 60661  
(312) 902-5200

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:  
AS SOON AS PRACTICABLE AFTER THE EFFECTIVE DATE OF THIS REGISTRATION STATEMENT.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. / /

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 registration statement for the same offering. /X/ 333-13833

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

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$.01 per share.....	\$14,347,400	\$4,348.00

(1) Estimated in accordance with Rule 457 (c) solely for the purpose of computing the amount of the registration fee based upon the average of the high and low prices of the Common Stock as reported on the Nasdaq National Market on October 24, 1996.

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed with the Securities and Exchange Commission (the "Commission") by TeleTech Holdings, Inc. (the "Company") pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended. This Registration Statement hereby incorporates by reference the contents of the Company's Registration Statement on Form S-1 (Registration No. 333-13833), filed on October 10, 1996, relating to the offering of up to 4,140,000 shares of the Company's common stock, par value \$.01 per share.

CERTIFICATION

The Company hereby authorizes the Commission to deduct the \$4,348.00 registration fee for the additional shares of common stock being registered hereby from available unrestricted funds previously deposited by the Company in the Commission's lockbox at Mellon Bank. In the event such funds are not available for any reason, the Company hereby certifies to the Commission that the Company will instruct its bank to wire, to the lockbox of the Commission at Mellon Bank, the registration fee for the additional shares of common stock being registered hereby as soon as practicable (but in no event later than the close of business on November 1, 1996); that it will not revoke such instructions; and that it has sufficient funds in the relevant account to cover the amount of the filing fee.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Denver, Colorado on October 31, 1996.

By: /s/ KENNETH D. TUCHMAN

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Kenneth D. Tuchman  
CHAIRMAN OF THE BOARD OF DIRECTORS,  
PRESIDENT AND CHIEF EXECUTIVE  
OFFICER

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, AS AMENDED, THIS REGISTRATION STATEMENT HAS BEEN SIGNED ON OCTOBER 31, 1996 BY THE FOLLOWING PERSONS IN THE CAPACITIES INDICATED:

SIGNATURE

TITLE

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/s/ KENNETH D. TUCHMAN

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Kenneth D. Tuchman

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Chairman of the Board, President and Chief Executive  
Officer (Principal Executive Officer)

\* STEVEN B. COBURN

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Steven B. Coburn

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Chief Financial Officer (Principal Financial and  
Accounting Officer)

\* ROD DAMMEYER

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Rod Dammeyer

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Director

\* ALAN SILVERMAN

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Alan Silverman

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Director

\* STUART SLOAN

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Stuart Sloan

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Director

\* SAMUEL ZELL

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Samuel Zell

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Director

\*By: /s/ KENNETH D. TUCHMAN

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Kenneth D. Tuchman  
As Attorney-in-Fact

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
5.1	Opinion of Neal, Gerber & Eisenberg
23.1	Consent of Arthur Anderson LLP, independent public accountants
23.2	Consent of Gumbiner, Savett, Finkel, Fingleson & Rose, Inc. (formerly Gumbiner, Savett, Friedman & Rose, Inc.), independent public accountants
23.3	Consent of Neal, Gerber & Eisenberg (included in Exhibit 5.1)
24.1*	Power of Attorney
	* Incorporated by reference to Exhibit 24.1 to the Company's Registration Statement on Form S-1 (Registration No. 333-13833) filed on October 10, 1996.

Neal, Gerber & Eisenberg  
Two N. LaSalle Street, Suite 2200  
Chicago, Illinois 60602  
(312) 269-8000

October 31, 1996

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

Re: TeleTech Holdings, Inc.  
Registration Statement on Form S-1  
FILED PURSUANT TO RULE 462(b)

Ladies and Gentlemen:

We are counsel to TeleTech Holdings, Inc., a Delaware corporation (the "'Company'"), and, in such capacity, we have assisted in the preparation and filing with the Securities and Exchange Commission pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, of the Company's Registration Statement on Form S-1 (the "Registration Statement") relating to the proposed offering by certain stockholders of the Company (the "Selling Stockholders") of 400,000 shares of the common stock, \$.01 par value per share (the "Common Stock"), of the Company (and, if the underwriters' over-allotment option is exercised, by the Company of up to 60,000 shares of Common Stock).

As such counsel, we have examined the Registration Statement, and such other papers, documents and certificates of public officials and certificates of the Selling Stockholders and of officers of the Company as we have deemed necessary and appropriate as the basis for the opinions hereinafter expressed. In such examinations, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as conformed or photostatic copies. As to any facts material to this opinion, we have relied upon statements and representations of (a) the Company, its officers and its other representatives, (b) the Selling Stockholders and, if applicable, their officers and other representatives, and (c) public officials.

Based upon the foregoing, and subject to the limitations, qualifications, exceptions, and assumptions set forth herein, we are of the opinion that the shares of Common Stock covered by the Registration Statement to be sold by the Selling Stockholders (and, if the underwriters' over-allotment option is exercised, to be issued and sold by the Company), when delivered in accordance with the terms described in the Registration Statement, will be duly and validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the prospectus contained therein.

Very truly yours,

/s/ Neal, Gerber & Eisenberg

Neal, Gerber & Eisenberg

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the use of all our reports (and to all references to our Firm) included in or made a part of this Registration Statement.

/s/ Arthur Andersen LLP

ARTHUR ANDERSEN LLP

Denver, Colorado  
October 31, 1996

CONSENT OF INDEPENDENT AUDITORS

As independent public accountants, we hereby consent to the incorporation of our report dated April 13, 1994, with respect to the combined statements of income and cash flows of TeleTech Telecommunications, Inc. and TeleTech Teleservices, Inc. for the eleven months ended December 31, 1993 in the Registration Statement on Form S-1 to be filed by TeleTech Holdings, Inc. with the Securities and Exchange Commission, and to all references to our firm included therein.

/s/ Gumbiner, Savett, Finkel, Fingleson & Rose, Inc.

GUMBINER, SAVETT, FINKEL, FINGLESON & ROSE, INC.  
(Formerly Gumbiner, Savett, Friedman & Rose, Inc.)

Santa Monica, California  
October 31, 1996