

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2
TO
FORM S-4
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. Employer
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 Principal Executive Offices)

JAMES B. KAUFMAN, ESQ.
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
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)

COPIES TO:

STEVEN A. COHEN, ESQ.
HOGAN & HARTSON L.L.P.
ONE TABOR CENTER, SUITE 1500
1200 SEVENTEENTH STREET
DENVER, COLORADO 80202
(303) 899-7300

M. WAINWRIGHT FISHBURN, ESQ.
COOLEY GODWARD LLP
4365 EXECUTIVE DRIVE
SUITE 1100
SAN DIEGO, CALIFORNIA 92121
(858) 550-6000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE OF THE SECURITIES TO THE
PUBLIC: As soon as practicable after the effective date of this Registration
Statement.

If the securities being registered on this form are being offered in
connection with the formation of a holding company and there is compliance with
General Instruction G, 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, 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. / /

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

EXPLANATORY NOTE

This Amendment No. 2 to Form S-4 Registration Statement is being filed solely to amend Exhibit 23.1 originally filed with Amendment No. 1 to Form S-4 Registration Statement on November 17, 2000.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado on November 17, 2000.

TELETECH HOLDINGS, INC.

BY: /S/ MARGOT O'DELL

Margot O'Dell
CHIEF FINANCIAL OFFICER

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Scott D. Thompson and Margot O'Dell, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, to sign, execute and file with the Securities and Exchange Commission (or any other governmental or regulatory authority), for us and in our names in the capacities indicated below, this registration statement on Form S-4 (including all amendments thereto) with all exhibits and any and all documents required to be filed with respect thereto, granting unto said attorneys-in-fact and agents and each of them, full power and authority to do and to perform each and every act and thing necessary and/or desirable to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as he himself might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-4 has been signed on November 17, 2000 by the following persons in the capacities indicated:

SIGNATURE -----	TITLE -----
/s/ *SCOTT D. THOMPSON ----- Scott D. Thompson	Chief Executive Officer (Principal Executive Officer)
/s/ MARGOT O'DELL ----- Margot O'Dell	Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ *KENNETH D. TUCHMAN ----- Kenneth D. Tuchman	Chairman of the Board
/s/ *JAMES E. BARLETT ----- James E. Barlett	Director
/s/ *ROD DAMMEYER ----- Rod Dammeyer	Director

SIGNATURE

TITLE

/s/ *DR. GEORGE H. HEILMEIER

Director

Dr. George H. Heilmeier

Director

Morton H. Meyerson

/s/ *ALAN SILVERMAN

Director

Alan Silverman

/s/ *SCOTT D. THOMPSON

Director

Scott D. Thompson

*By: /s/ MARGOT O'DELL

Margot O'Dell
Attorney-in-Fact

EXHIBIT INDEX

EXHIBIT NO. -----	EXHIBIT DESCRIPTION -----
2.1	Agreement and Plan of Merger, dated as of August 21, 2000, by and among TeleTech Holdings, Inc., NG Acquisition Corp. and Newgen Results Corporation (included in this Registration Statement as Annex A to the proxy statement/prospectus)
5.1	Opinion of Hogan & Hartson L.L.P. regarding the legality of the shares of common stock being registered
8.1	Opinion of Hogan & Hartson L.L.P. regarding the qualification of the merger as a reorganization for federal income tax purposes and related federal income tax consequences
8.2	Opinion of Cooley Godward LLP regarding the qualification of the merger as a reorganization for federal income tax purposes and related federal income tax consequences
23.1*	Consent of Arthur Andersen LLP (TeleTech)
23.2	Consent of Arthur Andersen LLP (Newgen)
23.3	Consent of Hogan & Hartson L.L.P. (included in Exhibit 5.1)
23.4	Consent of Hogan & Hartson L.L.P. (included in Exhibit 8.1)
23.5	Consent of Cooley Godward LLP (included in Exhibit 8.2)
23.6	Consent of Chase H&Q (included in this Registration Statement as Annex D to the proxy statement/prospectus)
24.1	Power of attorney (included on signature page)
99.1	Newgen--Form of Proxy
99.2	Form of Primary Voting Agreement, dated as of August 21, 2000, by and between TeleTech and certain stockholders of Newgen (included in this Registration Statement as Annex B to the proxy statement/prospectus)
99.3	Form of Secondary Voting Agreement, dated as of August 21, 2000, by and between TeleTech and certain stockholders of Newgen (included in this Registration Statement as Annex C to the proxy statement/prospectus)

* filed herewith

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our reports dated February 14, 2000 (except for the matters discussed in Note 16, as to which the date is August 31, 2000), included in TeleTech Holdings, Inc.'s current report on Form 8-K filed on October 30, 2000 and to the incorporation by reference of our report dated February 14, 2000 (except for the matters discussed in Note 16, as to which the date is August 31, 2000), included in TeleTech Holdings, Inc.'s Form 10-K for the year ended December 31, 1999 and to all references to our Firm included in this registration statement on Form S-4.

/s/ Arthur Andersen LLP

Denver, Colorado
November 17, 2000