

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

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

Delaware
(State or other jurisdiction of
incorporation or organization)

74-2415696
(I.R.S. Employer
Identification Number)

108 Wild Basin Road, Austin, Texas 78746
(512) 437-2700
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive officers)

RODNEY S. BOND
Chief Financial Officer
VTEL Corporation
108 Wild Basin Road
Austin, Texas 78746
(512) 437-2700
(Name, address, including zip code, and
telephone number, including area code, of agent for service)

Copy to:

L. STEVEN LESHIN
Jenkins & Gilchrist, a Professional Corporation
1445 Ross Avenue, Suite 3200
Dallas, Texas 75202-2799
(214) 855-4500

Approximate date of commencement of proposed sale to the public: At such time or times after the effective date of this Registration Statement as the selling stockholder may determine.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

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, other than securities offered only in connection with dividend or interest reimbursement plans, 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 number of the earlier effective 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 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. []

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The following table sets forth the estimated expenses in connection with the distribution of the securities covered by this Registration Statement. All of the expenses will be borne by the Company except as otherwise indicated.

SEC Registration Fee.....	\$1,706
Printing and Engraving Fees and Expenses.....	*
Legal Fees and Expenses	\$5,000
Accounting Fees and Expenses.....	\$13,500
Transfer Agent and Registrar Fees.....	*
Miscellaneous.....	\$3,000
Total.....	\$23,206

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all requirements for filing a Form S-3 and has duly caused this amendment to its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Texas, on May 27, 1999.

VTEL CORPORATION

By: /s/ Jerry S. Bensen, Jr.

 Jerry S. Bensen, Jr.
 Chief Executive Officer and President
 (Principal Executive Officer)

Each individual whose signature appears below hereby designates and appoints Jerry S. Bensen, Jr. and Rodney S. Bond, and each of them, any one of whom may act without the joinder of the other, as such person's true and lawful attorney-in-fact and agents (the "Attorneys-in-Fact") with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, which amendments may make such changes in this Registration Statement as any Attorney-in-Fact deems appropriate, and any registration statement relating to the same offering filed pursuant to Rule 462(b) under the Securities Act of 1933 and requests to accelerate the effectiveness of such registration statements, and to file each such amendment with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto such Attorneys-in-Fact and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that such Attorneys-in-Fact or either of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment to the Registration Statement has been signed below by the following persons in their capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE ----
* ----- Jerry S. Benson, Jr.	Chief Executive Officer, President and Director (Principal Executive Officer)	May 27, 1999
* ----- Rodney S. Bond	Chief Financial Officer, Vice President- Finance and Secretary (Principal Financial Officer and Principal Accounting Officer)	May 27, 1999

----- * ----- F.H. Dick Moeller	Chairman of the Board of Directors	May 27, 1999
----- * ----- Gordon H. Mathews	Director	May 27, 1999
----- * ----- Max D. Hopper	Director	May 27, 1999
----- * ----- T. Gary Trimm	Director	May 27, 1999
----- * ----- Richard Snyder	Director	May 27, 1999
----- * ----- Eric L. Jones	Director	May 27, 1999
*By: /s/ Jerry S. Bensen, Jr. ----- Jerry S. Bensen, Jr. as Attorney-in-Fact		May 27, 1999