

AMERICAN SOFTWARE INC
Form S-8 POS
October 22, 2007

As filed on October 22, 2007

Registration No. 333-129999

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

AMERICAN SOFTWARE, INC.

(Exact name of issuer as specified in its charter)

GEORGIA
(State or other jurisdiction of

incorporation or organization)

470 East Paces Ferry Road, N.E., Atlanta, Georgia 30305

(Address of Principal Executive Offices)

58-1098795
(I.R.S. Employer

Identification No.)

**AMERICAN SOFTWARE, INC. INCENTIVE STOCK OPTION PLAN,
1991 EMPLOYEE STOCK OPTION PLAN, DIRECTORS AND OFFICERS STOCK
OPTION PLAN AND 2001 STOCK OPTION PLAN**

(Full title of the plans)

Agent for Service:
Henry B. Levi, Esq.

With Copies to:
James C. Edenfield and

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Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.

Monarch Plaza, Suite 1600

3414 Peachtree Rd., NE

Atlanta, GA 30326

Vincent C. Klinges

American Software, Inc.

470 East Paces Ferry Road, N.E.

Atlanta, Georgia 30305

Telephone number of Agent for Service:

(404) 577-6000

BACKGROUND

On November 30, 2005, the Issuer filed with the Commission Registration Statement No. 333-129999 on Form S-8 in order to register 4,149,913 Class A Common Shares for issuance pursuant to the Issuer's Incentive Stock Option Plan, 1991 Employee Stock Option Plan, Directors and Officers Stock Option Plan and 2001 Stock Option Plan (the Plans). Under the Plans, 1,591,681 shares were issued under that Registration Statement pursuant to exercise of options during the period November 30, 2005 through August 29, 2007, leaving 2,558,232 registered shares unissued.

A new Registration Statement on Form S-8, Registration No. 333-145793, was filed on August 30, 2007, registering 3,358,232 Class A Common Shares under the Plans. The new Registration Statement was and is intended to replace Registration Statement No. 333-129999. The new Registration Statement applies to all shares issued pursuant to options exercised under the Plans on or after August 30, 2007.

DEREGISTRATION

Based upon the foregoing, and pursuant to the undertaking in Registration Statement No. 333-129999, the Issuer hereby deregisters the 2,558,232 Class A Common Shares heretofore registered and not sold pursuant to Registration Statement No. 333-129999.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Atlanta, State of Georgia, on October 18, 2007.

AMERICAN SOFTWARE, INC.

By: /s/ James C. Edenfield
James C. Edenfield, President
and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed below by the following persons in the capacities and on the dates indicated.

| Name | Capacity | Date |
|---|---|------------------|
| /s/ James C. Edenfield | President, Chief Executive Officer (Principal Executive Officer) and Director | October 18, 2007 |
| James C. Edenfield | | |
| | * Chairman of the Board of Directors | |
| Thomas L. Newberry | | |
| | * Director | |
| J. Michael Edenfield | | |
| | * Director | |
| W. Dennis Hogue | | |
| | * Director | |
| John J. Jarvis | | |
| | * Director | |
| James B. Miller, Jr. | | |
| | * Director | |
| Thomas L. Newberry, V | | |
| /s/ Vincent C. Klinges | Chief Financial Officer | October 15, 2007 |
| Vincent C. Klinges | | |
| * /s/ Vincent C. Klinges | | October 15, 2007 |
| Vincent C. Klinges, as attorney-in-fact for Thomas L. Newberry, J. Michael Edenfield, W. Dennis Hogue, John J. Jarvis, James B. Miller, Jr. and | | |

Thomas L. Newberry, V.

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