

AMERICAN SOFTWARE INC  
Form S-8 POS  
August 26, 2008

As filed on August 26, 2008

Registration No. 333-145793

# **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

**58-1098795**  
(I.R.S. Employer

incorporation or organization)

Identification No.)

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

(Address of Principal Executive Offices)

**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.

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

Monarch Plaza, Suite 1600

3414 Peachtree Rd., NE

Atlanta, GA 30326

With Copies to:

James C. Edenfield and

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 August 30, 2007, the Issuer filed with the Commission Registration Statement No. 333-145793 on Form S-8 in order to register 3,358,232 Class A Common Shares for issuance pursuant to the Issuer's 1991 Employee Stock Option Plan, Directors and Officers Stock Option Plan and 2001 Stock Option Plan (the Plans). Under the Plans, 116,285 shares were issued under that Registration Statement pursuant to exercise of options during the period August 30, 2007 through August 19, 2008, leaving 3,241,947 registered shares unissued.

A new Registration Statement on Form S-8, Registration No. 333-153122, was filed on August 21, 2008, registering 4,141,947 Class A Common Shares under the Plans. The new Registration Statement was and is intended to replace Registration Statement No. 333-145793. The new Registration Statement applies to all shares issued pursuant to options exercised under the Plans on or after August 19, 2008.

DEREGISTRATION

Based upon the foregoing, and pursuant to the undertaking in Registration Statement No. 333-145793, the Issuer hereby deregisters the 3,241,947 Class A Common Shares heretofore registered and not sold pursuant to Registration Statement No. 333-145793.

**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 August 22, 2008.

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 | August 22, 2008 |
| 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   | August 22, 2008 |
| Vincent C. Klinges       |   |                 |
| * /s/ Vincent C. Klinges |   | August 22, 2008 |

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Vincent C. Klinges, as attorney-in-fact for  
Thomas L. Newberry, J. Michael Edenfield,  
W. Dennis Hogue, John J. Jarvis and  
Thomas L. Newberry, V.

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