

AMERICAN SOFTWARE INC  
Form S-8 POS  
August 20, 2010

As filed on August 20, 2010

Registration No. 333-161471

**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)

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

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)

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**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**

**Telephone number of Agent for Service:**

**(404) 577-6000**

*With Copies to:*

**James C. Edenfield and**

**Vincent C. Klinges**

**American Software, Inc.**

**470 East Paces Ferry Road, N.E.**

**Atlanta, Georgia 30305**

BACKGROUND

On August 21, 2009, the Issuer filed with the Commission Registration Statement No. 333-161471 on Form S-8 in order to register 4,836,760 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 (collectively, the Prior Plans). Under the Prior Plans, 293,924 shares were issued under that Registration Statement pursuant to exercise of options during the period August 21, 2009 through August 13, 2010, leaving 4,542,836 registered shares unissued. As of the date of this Post-Effective Amendment No. 1 to that Registration Statement, all of the Prior Plans have terminated and no new options may be granted under the Prior Plans.

A new Registration Statement on Form S-8, Registration No. 333-168943, has been filed, registering 2,500,000 Class A Common Shares under the 2011 Equity Compensation Plan (the 2011 Plan) adopted by the Board of Directors of the Issuer on May 17, 2010 and approved by the shareholders of the Issuer on August 16, 2010, and 3,438,549 Class A Common Shares subject to options that remain outstanding under the Prior Plans, for a total of 5,938,549 shares. The new Registration Statement is intended to replace Registration Statement No. 333-161471. The new Registration Statement applies to all shares issued pursuant to options exercised under the 2011 Plan and the Prior Plans on or after August 16, 2010.

DEREGISTRATION

Based upon the foregoing, and pursuant to the undertaking in Registration Statement No. 333-161471, the Issuer hereby deregisters the Class A Common Shares heretofore registered and not sold pursuant to Registration Statement No. 333-161471.

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 16, 2010.

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.

<b>Name</b>	<b>Capacity</b>	<b>Date</b>
/s/ James C. Edenfield	President, Chief Executive	August 16, 2010
James C. Edenfield	Officer (Principal Executive Officer) and Director	
	* 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	

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Thomas L. Newberry, V

/s/ Vincent C. Klinges

Chief Financial Officer

August 16, 2010

Vincent C. Klinges

\*/s/ Vincent C. Klinges

August 16, 2010

Vincent C. Klinges, as attorney-in-fact

for Thomas L. Newberry, J. Michael

Edenfield, W. Dennis Hogue, John J.

Jarvis, James B. Miller and Thomas L.

Newberry, V.

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