

DESCARTES SYSTEMS GROUP INC  
Form SC 13G/A  
January 20, 2009

---

---

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b),(c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. 1)\*

THE DESCARTES SYSTEMS GROUP INC.  
(Name of Issuer)

Common Shares  
(Title of Class of Securities)

249906108  
(CUSIP Number)

December 31, 2008  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
  - Rule 13d-1(c)
  - Rule 13d-1(d)
- 
- 

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes.)

(Continued on following pages)

---

---



CUSIP No. 249906108

Page 2 of 5 Pages

1 NAMES OF REPORTING PERSONS/  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Cumberland Private Wealth Management Inc./ None

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE  
INSTRUCTIONS):

(a)   
(b)

3 SEC USE ONLY:

4 CITIZENSHIP OR PLACE OF ORGANIZATION:

Canada

5 SOLE VOTING POWER:

2,965,667

Number of  
Shares

6 SHARED VOTING POWER:

0

Beneficially

7 SOLE DISPOSITIVE POWER:

Owned by  
Each Reporting  
Person With

2,965,667

8 SHARED DISPOSITIVE POWER:

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON:

2,965,667

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS):

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:

5.6%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

CO

CUSIP No. 249906108

Page 3 of 5 Pages

Item 1(a). Name of Issuer

The Descartes Systems Group Inc.

Item 1(b). Address of Issuer's Principal Executive Offices

120 Randall Dr.,  
Waterloo, Ontario N2V 1C6, Canada

Item 2(a). Name of Persons Filing

Cumberland Private Wealth Management Inc.

Item 2(b). Address of Principal Business Office or, if none, Residence

99 Yorkville Avenue,  
Suite 300  
Toronto, Ontario M5R 3K5 Canada

Item 2(c). Citizenship

Canada

Item 2(d). Title of Class of Securities

Common Shares

Item 2(e). CUSIP Number

249906108

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable

Item 4. Ownership

(a) Amount Beneficially Owned: 2,965,667

(b) Percent of Class: 5.6%

CUSIP No. 249906108

Page 4 of 5 Pages

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: 2,965,667
- (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 2,965,667
- (iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

---

CUSIP No. 249906108

Page 5 of 5 Pages

Item 10.

Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct as of January 20, 2009.

CUMBERLAND PRIVATE WEALTH MANAGEMENT INC.

By: /s/ Katherine Varik  
Name: Katharine Varik  
Title: Chief Compliance Officer

---