

AMERICAN SOFTWARE INC  
Form 10-Q/A  
December 13, 2007  
Table of Contents

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

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**FORM 10-Q/A**  
**Amendment No. 1 to Form 10-Q**

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(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended October 31, 2007

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 0-12456

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**AMERICAN SOFTWARE, INC.**

(Exact name of registrant as specified in its charter)

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Georgia  
(State or other jurisdiction of  
incorporation or organization)

58-1098795  
(IRS Employer  
Identification Number)

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470 East Paces Ferry Road, N.E., Atlanta, Georgia  
(Address of principal executive offices)

30305  
(Zip Code)

(404) 261-4381

(Registrant's telephone number, including area code)

None

(Former name, former address and former fiscal year, if changed since last report)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated and large accelerated filer in Rule 12b-2 of the exchange act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Classes	Outstanding at December 5, 2007
Class A Common Stock, \$.10 par value	22,665,469 Shares
Class B Common Stock, \$.10 par value	2,893,824 Shares

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**Table of Contents**

AMERICAN SOFTWARE, INC. AND SUBSIDIARIES

Form 10-Q

Quarter ended October 31, 2007

Index

	<b>Page No.</b>
<b><u>Part II - Other Information</u></b>	
<u>Item 6. Exhibits</u>	4

**Table of Contents**

**Explanatory Note**

We are filing this Amendment No. 1 on Form 10-Q/A to our Quarterly Report on Form 10-Q for the six months ended October 31, 2007 for the purpose of including Exhibit 10.1, Amended and Restated Bylaws of American Software, Inc. , which were inadvertently omitted from Item 6 of Part II of the previously released filing. This correction did not have an impact on our financial statements for any period presented.

Pursuant to Rule 12b-15 under the Securities and Exchange Act of 1934, as amended, this Amendment No. 1 also contains new certifications pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act of 2002. This Amendment No. 1 contains only the sections and exhibits to the Form 10-Q that are being amended. The sections of and exhibits to the Form 10-Q as originally filed, which are not included herein, are unchanged and continue in full force and effect as originally filed. This Amendment No. 1 speaks as of the date of the original filing of the Form 10-Q and has not been updated to reflect events occurring subsequent to the original filing date.

**Table of Contents**

**PART II - OTHER INFORMATION**

**Item 6. Exhibits**

Exhibits 10.1 American Software, Inc. Amended and Restated Bylaws dated November 19, 2007

Exhibits 31.1-31.2. Rule 13a-14(a)/15d-14(a) Certifications

Exhibit 32.1. Section 906 Certifications

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMERICAN SOFTWARE, INC.

Date: December 13, 2007

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

Officer and Treasurer

Date: December 13, 2007

By: /s/ Vincent C. Klinges  
Vincent C. Klinges  
Chief Financial Officer

Date: December 13, 2007

By: /s/ Herman L. Moncrief  
Herman L. Moncrief  
Controller and Principal

Accounting Officer