

DESCARTES SYSTEMS GROUP INC
Form S-8 POS
July 12, 2010

Registration No. 333-11636

As filed with the Securities and Exchange Commission on July 12, 2010

UNITED STATES
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

THE DESCARTES SYSTEMS GROUP INC.
(Exact name of registrant as specified in its charter)

Canada
(State or other jurisdiction of incorporation or
organization)

N/A
(I.R.S. Employer Identification No.)

120 Randall Drive, Waterloo, Ontario, Canada N2V 1C6
(Address of Principal Executive Offices) (Zip Code)

E-Transport Incorporated Stock Option Plan of 1992
E-Transport Incorporated Stock Option Plan of 1997
(Full title of the plans)

Descartes Systems (USA) LLC
Powers Ferry Business Park
2030 Powers Ferry Road SE
Suite 350
Atlanta, GA 30339-5066
(Name and address of agent for service)

(678) 247-0400
(Telephone number, including area code, of agent for service)

with copies to:
Laurie A. Cerveny
Bingham McCutchen LLP
One Federal Street
Boston, MA 02110
(617) 951-8000

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
(do not check if smaller reporting company)

DEREGISTRATION OF SECURITIES

The Descartes Systems Group Inc. is filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 for each of the E-Transport Incorporated Stock Option Plan of 1992 and the E-Transport Incorporated Stock Option Plan of 1997 (collectively, the "Plans") filed on March 13, 2000 (Registration No. 333-11636) (the "Registration Statement"), to remove and withdraw from registration all securities registered pursuant to the Registration Statement which remain unsold as of the date hereof. Such removal and withdrawal is being effected because all options issued under the Plans have expired.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, The Descartes Systems Group Inc. 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waterloo, in the Province of Ontario on this 12th day of July, 2010.

The Descartes Systems
Group Inc.

By: /s/J. Scott
Pagan
J. Scott Pagan
Executive
Vice President
of Corporate
Development,
General
Counsel and
Corporate
Secretary

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of The Descartes Systems Group Inc., a corporation organized under the laws of Canada, does hereby appoint J. Scott Pagan as his or her lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, including but not limited to that listed below, in connection with the preparation, execution and filing with the Securities and Exchange Commission under the Securities Act of this Registration Statement and any post-effective amendments thereto, and to file the same with all exhibits hereto, and other documents in connection herewith, and all matters required by the Commission in connection with this Registration Statement, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney shall remain in full force and effect until revoked or superseded by written notice filed with the Commission.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated below.

SIGNATURES

TITLE

DATE

/s/Arthur Mesher

July 12, 2010

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Arthur Mesher

Chief Executive Officer and
Director (Principal Executive
Officer)

/s/Stephanie Ratza

July 12, 2010

Stephanie Ratza

Chief Financial Officer
(Principal Financial Officer)

| | | |
|----------------------------|------------------------------------|---------------|
| <u>/s/J. Ian Giffen</u> | | July 12, 2010 |
| J. Ian Giffen | Director and Chairman of the Board | |
| <u>/s/David I. Beatson</u> | | July 12, 2010 |
| David I. Beatson | Director | |
| <u>/s/Michael Cardiff</u> | | July 12, 2010 |
| Michael Cardiff | Director | |
| <u>/s/Chris Hewat</u> | | July 12, 2010 |
| Chris Hewat | Director | |
| <u>/s/Stephen Watt</u> | | July 12, 2010 |
| Stephen Watt | Director | |
