

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

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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)

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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.

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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

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July 12, 2010

Stephanie Ratza

Chief Financial Officer  
(Principal Financial Officer)

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<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	

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