

LOGILITY INC  
Form S-8 POS  
October 22, 2007

As filed on October 22, 2007

Registration No. 333-136817

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 2 TO**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**LOGILITY, INC.**

(Exact name of issuer as specified in its charter)

**GEORGIA**  
(State or other jurisdiction of

incorporation or organization)

470 East Paces Ferry Road, N.E., Atlanta, Georgia 30305

(Address of Principal Executive Offices)

**LOGILITY, INC. 1997 STOCK PLAN**

(Full title of the plan)

**58-2281338**  
(I.R.S. Employer

Identification No.)

*Agent for Service:*

Henry B. Levi, Esq.

Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.

Monarch Plaza, Suite 1600

*With Copies to:*

J. Michael Edenfield and

Vincent C. Klinges

American Software, Inc.

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3414 Peachtree Rd., NE

Atlanta, GA 30326

470 East Paces Ferry Road, N.E.

Atlanta, Georgia 30305

Telephone number of Agent for Service:

(404) 577-6000

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BACKGROUND

On August 22, 2006, the Issuer filed with the Commission Registration Statement No. 333-136817 on Form S-8 in order to register 1,250,095 shares of Common Stock for issuance pursuant to the Issuer's 1997 Stock Plan. Under the 1997 Stock Plan, 459,035 shares were issued under that Registration Statement pursuant to exercise of options during the period August 22, 2006 through August 29, 2007, leaving 791,060 registered shares unissued.

A new Registration Statement on Form S-8, Registration No. 333-145797, was filed on August 30, 2007, registering 1,191,060 shares of Common Stock under Issuer's 1997 Stock Plan and 2007 Stock Plan (the Plans). The new Registration Statement was and is intended to replace Registration Statement No. 333-136817. The new Registration Statement applies to all shares issued pursuant to options exercised under the Plans on or after August 30, 2007.

DEREGISTRATION

Based upon the foregoing, and pursuant to the undertaking in Registration Statement No. 333-136817, the Issuer hereby deregisters the 791,060 shares of Common Stock heretofore registered and not sold pursuant to Registration Statement No. 333-136817.

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. 2 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Atlanta, State of Georgia, on October 18, 2007.

LOGILITY, INC.

By: /s/ J. Michael Edenfield  
 J. Michael Edenfield, 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/ J. Michael Edenfield	Chief Executive Officer (Principal Executive Officer) and Director	October 18, 2007
J. Michael Edenfield		
	* Director	
James C. Edenfield		
	* Director	
Parker H. Petit		
	* Director	
Fredrick E. Cooper		
	* Director	
John A. White		
/s/ Vincent C. Klinges	Chief Financial Officer	October 15, 2007
Vincent C. Klinges		
* /s/ Vincent C. Klinges		October 15, 2007
Vincent C. Klinges, as attorney-in-fact for James C. Edenfield, Parker H. Petit, Fredrick E. Cooper and John A. White		