

MANATRON INC
Form POS AM
April 01, 2008

Registration No. 333-139279

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

**POST-EFFECTIVE AMENDMENT NO. 1
TO FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

MANATRON, INC.

(Exact Name of Registrant as Specified in Its Charter)

Michigan
(State or Other Jurisdiction of
Incorporation or Organization)

38-1983228
(I.R.S. Employer
Identification Number)

510 East Milham Road
Portage, Michigan
(Address of Principal Executive Offices)

49002
(Zip Code)

MANATRON, INC.
2006 EXECUTIVE STOCK INCENTIVE PLAN

(Full Title of the Plan)

G. William McKinzie
President and Chief Operating Officer
Manatron, Inc.
510 East Milham Road
Portage, Michigan 49002

Copies to:

Stephen C. Waterbury
Warner Norcross & Judd LLP
900 Fifth Third Center
111 Lyon Street, N.W.
Grand Rapids, Michigan 49503-2487

(Name and Address of Agent For Service)

(269) 567-2900
(Telephone Number, Including Area Code, of Agent For Service)

This post-effective amendment is effective upon its filing with the Commission.

**REMOVAL OF SECURITIES FROM REGISTRATION AND
TERMINATION OF REGISTRATION STATEMENT**

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement deregisters all shares registered pursuant to, and terminates the effectiveness of, the Registrant's Form S-8 Registration Statement (No. 333-139279). The Registrant is filing this amendment in connection with the suspension of its reporting obligations under Section 15(d) of the Securities and Exchange Act of 1934.

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
24	Powers of Attorney.

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Randall L. Peat*

/s/ Stephen C. Waterbury

Director

March 31, 2008

Stephen C. Waterbury*

*By /s/ G. William McKinzie

G. William McKinzie, Attorney-in-Fact

EXHIBIT INDEX

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