

MANATRON INC  
Form POS AM  
April 01, 2008

Registration No. 333-139279

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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**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)

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**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)

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

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**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.

**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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Portage, State of Michigan, on this 31<sup>st</sup> day of March, 2008.

MANATRON, INC.

By:

/s/ G. William McKinzie

G. William McKinzie  
Its President and Chief Operating Officer

Pursuant to the requirement of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ Paul R. Sylvester Director, Chief Executive Officer and Co-Chairman (Principal Executive Officer) March 31, 2008  
Paul R. Sylvester\*

/s/ Krista L. Inosencio Chief Financial Officer (Principal Financial and Accounting Officer) March 31, 2008  
Krista L. Inosencio\*

/s/ W. Scott Baker Director March 31, 2008  
W. Scott Baker\*

/s/ Gene Bledsoe Director March 31, 2008  
Gene Bledsoe\*

/s/ Richard J. Holloman Director March 31, 2008  
Richard J. Holloman\*

/s/ Randall L. Peat Director March 31, 2008

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Randall L. Peat\*

/s/ Stephen C. Waterbury

Director

March 31, 2008

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Stephen C. Waterbury\*

\*By /s/ G. William McKinzie

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G. William McKinzie, Attorney-in-Fact

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EXHIBIT INDEX

Exhibit Number

Description

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Powers of Attorney.