

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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