

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.



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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

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24	Powers of Attorney.