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ROSS SYSTEMS INC/CA  
Form SC 13G  
August 06, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS  
FILED PURSUANT TO RULES 13d-1(b), (c) AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b)  
(Amendment No. )

Ross Systems, Inc.

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

778303107

(CUSIP NUMBER)

July 8, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/ / Rule 13d-1(b)  
/X/ Rule 13d-1(c)  
/ / Rule 13d-1(d)

NAME OF REPORTING PERSONS: Paul J. Glazer  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) 0  
(b)

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION United States of America

NUMBER OF SOLE VOTING POWER 20,742  
SHARES  
BENEFICIALLY

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OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER	165,631
SOLE DISPOSITIVE POWER	20,742
SHARED DISPOSITIVE POWER	165,631
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	186,373
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	6.5%
TYPE OF REPORTING PERSON*	IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

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NAME OF REPORTING PERSONS: Glazer Capital, LLC  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) 0  
(b)

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER	0
SHARED VOTING POWER	165,631
SOLE DISPOSITIVE POWER	0
SHARED DISPOSITIVE POWER	165,631
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	165,631

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	5.8%
TYPE OF REPORTING PERSON*	OO

\*SEE INSTRUCTION BEFORE FILLING OUT!

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Item 1(a). Name of Issuer:

Ross Systems, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

Two Concourse Parkway Suite 800 Atlanta, GA 30328

Item 2(a). Name of Persons Filing:

This Schedule 13G is being filed with respect to shares of Common Stock of the Issuer which are beneficially owned by Mr. Glazer and Glazer Capital, LLC ("Glazer" and together with Mr. Glazer, the "Reporting Persons").

Item 2(b). Address of Principal Business Office or, if None, Residence:

The principal business address of the Reporting Persons is:  
  
237 Park Avenue  
Suite 801  
New York, New York 10017

Item 2(c). Citizenship:

Mr. Glazer is a citizen of the United States of America.  
Glazer is a Delaware limited liability company.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.001

Item 2(e). CUSIP Number:

778303107

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a: Not Applicable

(a) [ ] Broker or dealer registered under

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Section 15 of the Exchange Act;

- (b) [ ] Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) [ ] Insurance Company as defined in Section 3(a)(19) of the Exchange Act;
- (d) [ ] Investment Company registered under Section 8 of the Investment Company Exchange Act;
- (e) [ ] Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) [ ] Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) [ ] Parent Holding Company or Control Person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) [ ] Saving Association as defined in Section 3(b) of The Federal Deposit Insurance Act;
- (i) [ ] Church Plan that is excluded from the definition of an Investment Company under Section 3(c)(14) of the Investment Company Act;
- (j) [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

(a) Amount beneficially owned:

Paul Glazer:	186,373
Glazer:	165,631

(b) Percent of Class:

Paul Glazer:	6.5%
Glazer:	5.8%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote:

Paul Glazer:	20,742
Glazer:	0

(ii) Shared power to vote or to direct the vote:

Paul Glazer:	165,631
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Glazer:	165,631
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(iii) Sole power to dispose or direct the disposition of:

Paul Glazer:	20,742
Glazer:	0

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(iv) Shared power to dispose or to direct the disposition of:

Paul Glazer:	165,631
Glazer	165,631

As calculated in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, as amended, Paul J. Glazer beneficially owns 186,373 shares of the Issuer's Common Stock, par value \$0.001 ("Common Stock"), representing 6.5% of the Common Stock. Mr. Glazer does not directly own any shares of Common Stock, but he does indirectly own 186,373 shares of Common Stock in his capacity as (i) the managing member of Paul J. Glazer, LLC, a Delaware limited liability company, which in turn serves as the general partner of Glazer Capital Management, L.P., a Delaware limited partnership ("GCM") and (ii) the managing member of Glazer which in turn serves as the investment manager of Glazer Offshore Fund, Ltd., a Cayman Islands corporation ("GOF"). In addition, Glazer manages on a discretionary basis separate accounts for four unrelated entities (collectively, the "Separate Accounts"). Although Glazer does not directly own any shares of Common Stock, Glazer is deemed to beneficially own the 165,631 shares of Common Stock held by GOF and the Separate Accounts.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [ ]

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Each of GCM, GOF and the Separate Accounts has the right to receive dividends and the proceeds from the sale of the shares of Common Stock held by such person.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

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Not Applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 5, 2004

PAUL J. GLAZER

By: /s/ Paul J. Glazer  
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Name: Paul J. Glazer

GLAZER CAPITAL, LLC

By: /s/ Paul J. Glazer  
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Name: Paul J. Glazer

Title: Managing Member

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