

MANATRON INC
Form POS AM
March 28, 2008

As filed with the Securities and Exchange Commission on March 28, 2008.

Registration No. 333-139280

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1
TO FORM S-3**

**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 Avenue
Portage, Michigan 49002
(269) 567-2900**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**G. William McKinzie
President and Chief Operating Officer
Manatron, Inc.
510 East Milham Avenue
Portage, Michigan 49002
(269) 567-2900**

Copies of
communication to:

**Stephen C. Waterbury
Warner Norcross & Judd LLP
900 Fifth Third Center
111 Lyon Street, N.W.
Grand Rapids, Michigan 49503-2487
(616) 752-2137**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public:
As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

This post-effective amendment will become effective on such date as the Commission may determine under Section 8(c) of the Securities Act of 1933.

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

This Post-Effective Amendment No. 1 to Form S-3 Registration Statement deregisters all shares registered pursuant to, and terminates the effectiveness of, the Registrant's Form S-3 Registration Statement (No. 333-139280). 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 16. 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 24, 2008

Stephen C. Waterbury*

*By /s/ G. William McKinzie

G. William McKinzie, Attorney-in-Fact

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
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