

AMERICAN SOFTWARE INC  
Form 8-K/A  
January 20, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K/A**

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**AMENDMENT NO. 2 TO**  
**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of**  
**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) September 30, 2004**

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**AMERICAN SOFTWARE, INC.**

(Exact name of registrant as specified in its charter)

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**Georgia**  
(State or Other Jurisdiction  
  
of Incorporation)

**0-12456**  
(Commission File Number)

**58-1098795**  
(IRS Employer  
  
Identification No.)

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470 East Paces Ferry Road, N.E.

Atlanta, Georgia  
(Address of principal executive offices)

30305  
(Zip Code)

Registrant's telephone number, including area code (404) 261-4381

Not Applicable.

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**EXPLANATORY NOTE**

The purpose of this Amendment No. 2 is to file as an Exhibit the auditors' consent relating to financial statements filed by the Registrant pursuant to Amendment No. 1 to its Current Report, filed on Form 8-K/A, on December 16, 2004.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
23.1	Consent of Independent Registered Public Accounting Firm.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN SOFTWARE, INC.

Dated: January 20, 2005

By:           /s/ Vincent C. Klinges          

Name: Vincent C. Klinges  
Title: Chief Financial Officer