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DESCARTES SYSTEMS GROUP INC
Form SC13E4F/A
July 18, 2003

As filed with the Securities and Exchange Commission on July 18, 2003

Tender Offer Statement Pursuant to Section 13(e) (1) of the
Securities Exchange Act of 1934 and Rule 13e-4 Thereunder

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13E-4F
Issuer Tender Offer Statement Pursuant to Section 13(e) (1)
of the Securities Exchange Act of 1934

(AMENDMENT NO. 1)

THE DESCARTES SYSTEMS GROUP INC.
(EXACT NAME OF ISSUER AS SPECIFIED IN ITS CHARTER)

ONTARIO, CANADA
(JURISDICTION OF ISSUER'S INCORPORATION OR ORGANIZATION)

THE DESCARTES SYSTEMS GROUP INC.
(NAME(S) OF PERSON(S) FILING STATEMENT)

COMMON SHARES, NO PAR VALUE PER SHARE
(TITLE OF CLASS OF SECURITIES)

249906 10 8
(CUSIP NUMBER OF CLASS OF SECURITIES (IF APPLICABLE))

THE DESCARTES SYSTEMS GROUP INC.
120 RANDALL DRIVE
WATERLOO, ONTARIO
CANADA N2V1C6
ATTN: COLLEY CLARKE
(519) 746-6114
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON(S) AUTHORIZED TO RECEIVE NOTICES
AND COMMUNICATIONS ON BEHALF OF BIDDER)

JUNE 4, 2003
(DATE TENDER OFFER FIRST PUBLISHED, SENT OR GIVEN TO SECURITYHOLDERS)

CALCULATION OF FILING FEE

Transaction Valuation	Amount of Filing Fee
US\$32,375,040 (1)	US\$2,619.14 (1)

(1) The fee has been calculated pursuant to the instructions for Schedule 13E-4F as prescribed by Section 13(e) (3) of the Securities Exchange Act of 1934, as amended, based on the purchase of up to 11,578,000 Common Shares of The Descartes Systems Group Inc. at the maximum aggregate cash offer price of Cdn\$3.85 per share and based on an exchange rate of Cdn\$1.00 to US\$0.7263, the inverse of the noon buying rates in New York for cable transfers payable in Canadian dollars as certified for customs purposes by the Federal Reserve Bank of New York on May 29, 2003.

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The Issuer undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to this Schedule or to transactions in said securities.

The Issuer undertakes to disclose in the United States, on the same basis as it is required to make such disclosure pursuant to applicable Canadian federal and/or provincial or territorial laws, regulations or policies, or otherwise discloses, information regarding purchases of the Issuer's securities in connection with the cash tender or exchange offer covered by this Schedule. Such information shall be set forth in amendments to this Schedule.

Item 2. Consent to Service of Process.

Concurrently with the initial filing of this Schedule, the Issuer filed with the Commission a written irrevocable consent and power of attorney on Form F-X.

SIGNATURES

The Descartes Systems Group Inc. consents without power of revocation that any administrative subpoena may be served, or any administrative proceeding, civil suit or civil action where the cause of action arises out of or relates to or concerns any offering made or purported to be made in connection with the filing on Schedule 13E-4F or any purchases or sales of any securities in connection therewith, may be commenced against it in any administrative tribunal or in any appropriate court in any place subject to the jurisdiction of any state or of the United States by service of said subpoena or process upon the registrant's designated agent.

After due 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.

THE DESCARTES SYSTEMS GROUP INC.

By: /s/ Colley Clarke

Name: Colley Clarke
Title: Executive Vice-President,
Finance and Chief Financial
Officer

Dated: July 18, 2003

EXHIBIT INDEX -----

Exhibit Number -----	Description -----
1.1*	Form 40-F (previously filed with the U.S. Securities and Exchange Commission on July 17, 2002 and incorporated herein by reference).
1.2*	Securities Act (Quebec) Report Under Section 189.1.3.
1.3	Press Release dated July 17, 2003.

* Previously filed with the Commission.