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DESCARTES SYSTEMS GROUP INC

Form 40-F/A

March 23, 2005

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

FORM 40-F/A

REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE  
SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13(A) OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 31, 2004      Commission File Number: 333-09768

THE DESCARTES SYSTEMS GROUP INC.

-----  
(Exact name of Registrant as specified in its charter)

N/A

-----  
(Translation of Registrant's name into English (if applicable))

Ontario, Canada

-----  
(Province or other jurisdiction of incorporation or organization)

N/A

-----  
(Primary Standard Industrial Classification Code Number (if applicable))

N/A

-----  
(I.R.S. Employer Identification Number (if applicable))

120 Randall Drive, Waterloo, Ontario, Canada N2V 1C6  
Tel: (519) 746-8110

-----  
(Address and telephone number of Registrant's principal executive offices)

THROUGH JUNE 30, 2004  
Descartes Systems (USA) LLC  
1745 Phoenix Blvd.  
Suite 470  
Atlanta, GA 30349  
Tel: (770) 996-8109

POST JUNE 30, 2004  
Descartes Systems (USA) LLC  
Powers Ferry Business Park  
Suite 510, Building 500  
2300 Powers Ferry RD NW  
Atlanta, GA 30339

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Tel: (678) 247-0400

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

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class: N/A Name of each exchange on which registered: N/A

Securities registered or to be registered pursuant to Section 12(g) of the Act.

Common Shares, no par value per share  
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(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d)  
of the Act.

N/A  
-----

(Title of Class)

For annual reports, indicate by check mark the information filed with this Form:

Annual information form  Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes  
of capital or common stock as of the close of the period covered by the annual  
report.

40,705,811 as of January 31, 2004

Indicate by check mark whether the Registrant by filing the information  
contained in the Form is also thereby furnishing the information to the  
Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934  
(the "Exchange Act"). If "Yes" is marked, indicate the filing number assigned to  
the Registrant in connection with such Rule.

Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports  
required to be filed by Section 13 or 15(d) of the Exchange Act during the  
preceding 12 months (or for such shorter period that the Registrant was required  
to file such reports) and (2) has been subject to such filing requirements for  
the past 90 days.

Yes  No

EXPLANATORY NOTE

This Form 40-F/A amends the Form 40-F filed by the Registrant on June 18,  
2004 to amend the disclosure required pursuant to the Nasdaq Marketplace Rules.

CERTIFICATIONS

See Exhibits 31.1 and 31.2 to this amended Annual Report on Form 40-F/A.

CONTROLS AND PROCEDURES

DISCLOSURE CONTROLS AND PROCEDURES.

The Registrant, under the supervision and with the participation of the Registrant's management, including the two members of the Registrant's Office of the CEO and the Registrant's Chief Financial Officer, evaluated the effectiveness of the Registrant's disclosure controls and procedures as of January 31, 2004 (the "Evaluation Date"), pursuant to Rule 13a-15(b) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon that evaluation, the two members of the Registrant's Office of the CEO and the Registrant's Chief Financial Officer concluded that, as of the Evaluation Date, the Registrant's disclosure controls and procedures were effective in ensuring that material information required to be disclosed by the Registrant in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, including ensuring that such material information is accumulated and communicated to the Registrant's management, including the two members of the Registrant's Office of the CEO and the Registrant's Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

INTERNAL CONTROL OVER FINANCIAL REPORTING

During the period covered by this report, there have been no changes in the Registrant's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

NOTICES PURSUANT TO RULE 104 OF REGULATION BTR

None.

AUDIT COMMITTEE FINANCIAL EXPERT

The Registrant's Audit Committee of the Board of Directors currently consists of four members. The Registrant's Board of Directors has determined that J. Ian Giffen is an "audit committee financial expert" (as defined in paragraph 8(b) of General Instruction B to Form 40-F). Mr. Giffen is independent within the meaning of Nasdaq's director independence standards.

CODE OF ETHICS

The Registrant has adopted a Code of Business Conduct and Ethics (the "Code of Ethics") that applies to the Registrant's principal executive officers, principal financial officer, principal accounting officer or controller, or persons performing similar functions. A copy of the Code of Ethics is posted on the Registrant's corporate website at [www.descartes.com](http://www.descartes.com).

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The aggregate fees billed in respect of the fiscal years ending January 31, 2004 and January 31, 2003 for professional services rendered by Deloitte & Touche LLP ("D&T"), the Registrant's principal accountant, are as follows (in

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thousands of U.S. dollars):

	Fiscal Year Ended January 31, 2004	Fiscal Year Ended January 31, 2003
Audit Fees	\$532	\$379
Audit-Related Fees	\$66	\$115
Tax Fees	\$411	\$391
All Other Fees	\$0	\$0

AUDIT FEES-- Audit fees consist of fees for professional services rendered for the audit of the Registrant's annual financial statements and services provided in connection with statutory and regulatory filings or engagements including fees for statutory audit of the Company's foreign subsidiaries.

AUDIT RELATED FEES-- Audit-related fees consist of fees for assurance and related services that are reasonably related to the performance of the audit or review of the Registrant's financial statements and are not reported as "Audit Fees". These services included research of accounting and audit-related issues and assurance services related to the Company's share and debenture buy-back.

TAX FEES-- Tax fees consist of fees for professional services rendered for tax compliance, tax advice and tax planning. These services included the preparation of tax returns and assistance and advisory services regarding income, capital and indirect tax compliance matters.

#### PRE-APPROVAL POLICIES AND PROCEDURES

The Registrant's audit committee is responsible for overseeing the work of the independent auditors and has adopted a policy requiring its pre-approval of all audit and permissible non-audit services provided by the independent auditors.

#### OFF-BALANCE SHEET ARRANGEMENTS

The Registrant does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Registrant's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

#### TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

The following table presents, as of January 31, 2004, the Registrant's known contractual obligations, aggregated by type of contractual obligation as set forth below (in millions of U.S. dollars):

-4-

	PAYMENTS DUE BY PERIOD				
	TOTAL	LESS THAN			MORE THAN
CONTRACTUAL OBLIGATIONS	TOTAL	1 YEAR	1-3 YEARS	3-5 YEARS	5 YEARS
Long-Term Debt Obligations	\$ 29.3	\$ 1.5	\$ 27.8	--	--
Operating Lease Obligations	\$ 10.1	\$ 4.5	\$ 5.0	\$ 0.6	--

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TOTAL	----- \$ 39.4	----- \$ 6.0	----- \$ 32.8	----- \$ 0.6	----- --
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IDENTIFICATION OF THE AUDIT COMMITTEE

The Registrant has a separately designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The members of the audit committee as of the date of the filing of this 40-F/A are: Mr. John Albright, Mr. James Balsillie and Mr. J. Ian Giffen (Chair).

DISCLOSURE PURSUANT TO THE REQUIREMENTS OF NASDAQ

The registrant was granted an exemption from the Nasdaq Marketplace Rules requiring each issuer to provide for a quorum at any meeting of the holders of common stock of no less than 33 1/3% of the outstanding shares of the issuer's common voting stock. This exemption was granted because Nasdaq's requirements regarding the quorum required for meetings of the holders of common stock are contrary to generally accepted business practices in Canada. In particular, Section 101 of the Ontario Business Corporations Act provides that a company's by-laws may set the quorum requirements for a meeting of shareholders. The relevant provisions of the Registrant's by-laws state that "two shareholders, in person or by proxy, holding shares of the Corporation entitled to vote at a meeting of shareholders, shall constitute a quorum at such meeting unless there is only one holder of any class or series of shares, in which case the shareholder present in person or by proxy constitutes a quorum. A quorum is required only at the opening of the meeting."

UNDERTAKING

Registrant 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: the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

-5-

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F/A and has duly caused this amended annual report to be signed on its behalf by the undersigned, thereto duly authorized.

THE DESCARTES SYSTEMS GROUP INC.

By: /s/ Brandon Nussey  
-----  
Name: Brandon Nussey  
Title: Chief Financial Officer

Date: March 22, 2005

-6-

EXHIBIT INDEX

Exhibit Number -----	Description -----
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

-7-