

MANATRON INC  
Form 8-K  
December 21, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 20, 2006

**MANATRON, INC.**  
(Exact name of registrant as  
specified in its charter)

Commission File Number: 000-15264

**Michigan**  
(State or other jurisdiction of  
incorporation)

**38-1983228**  
(IRS Employer  
Identification no.)

**510 E. Milham Avenue**  
**Portage, Michigan**  
(Address of principal executive offices)

**49002**  
(Zip Code)

Registrant's telephone number,  
including area code: **(269) 567-2900**

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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**Item 8.01. Other Events.**

On December 14, Manatron, Inc. (the "Company") received an unsolicited acquisition proposal from Constellation Software Inc. ("Constellation"), which is attached to Constellation's Schedule 13D/A filed with the Commission on December 18, 2006.

On December 20, 2006, the Company's Board of Directors unanimously rejected the proposal and authorized the Company's Chief Executive Officer and Co-Chairman to respond to the proposal. The response is attached as Exhibit 99.1 to this Form 8-K.

On December 21, 2006, the Company issued the press release attached as Exhibit 99.1 to this Form 8-K announcing that it rejected Constellation's proposal.

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

(d) Exhibits:

99.1	Response Letter dated December 20, 2006
99.2	Press Release dated December 21, 2006

**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.

Dated: December 21, 2006

MANATRON, INC.  
(Registrant)

By:

/s/ Paul R. Sylvester

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Paul R. Sylvester  
Chief Executive Officer and Co-Chairman

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Document</u>
99.1	Response Letter dated December 20, 2006
99.2	Press Release dated December 21, 2006