

DESCARTES SYSTEMS GROUP INC  
Form 6-K  
May 01, 2008

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

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of May 2008

Commission File Number: 000-29970

**THE DESCARTES SYSTEMS GROUP INC.**

(Translation of registrant's name into English)

**120 Randall Drive  
Waterloo, Ontario  
Canada N2V 1C6**  
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated,

Edgar Filing: DESCARTES SYSTEMS GROUP INC - Form 6-K

domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

82-\_\_\_\_\_.

Edgar Filing: DESCARTES SYSTEMS GROUP INC - Form 6-K

The attached Notice of Annual Meeting and Management Information Circular relating to the Annual Meeting of Shareholders to be held on May 29, 2008 is filed herewith as Exhibit 99.1.

The Form of Proxy relating to the Annual Meeting of Shareholders to be held on May 29, 2008 is filed herewith as Exhibit 99.2.

**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, thereunto duly authorized.

**THE DESCARTES SYSTEMS GROUP INC.**

(Registrant)

By: /s/J. Scott Pagan  
Name: J. Scott Pagan  
Title: Executive Vice President of Corporate Development,

General Counsel and Corporate Secretary

Date: May 1, 2008

**EXHIBITS**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>   |
|---------------------------|---|
| 99.1                      | Notice of Annual Meeting and Management Information Circular relating to the Annual Meeting of Shareholders to be held on May 29, 2008. |
| 99.2                      | Form of Proxy relating to the Annual Meeting of Shareholders to be held on May 29, 2008.  |