

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

CLARUS CORPORATION

(Exact name of registrant as specified in its charter)

<TABLE>

DELAWARE	3970 Johns Creek Court, Suite 100 Suwanee, Georgia 30024	58-1972600
<S>	<C>	<C>
(State or other jurisdiction of incorporation or organization)	Address of principal executive offices)	(I.R.S. Employer Identification Number)

</TABLE>

STOCK INCENTIVE PLAN OF  
SOFTWARE ARCHITECTS INTERNATIONAL, LIMITED (AS AMENDED)

(Full title of the plan)

Mr. Stephen P. Jeffery  
Chairman, President and  
Chief Executive Officer  
Clarus Corporation  
3970 Johns Creek Court, Suite 100  
Suwanee, Georgia 30024  
(770) 291-3900

(Name, address and telephone number, including area code,  
of agent for service)

CALCULATION OF REGISTRATION FEE

<TABLE>

<CAPTION>

Title of securities to be registered	Proposed maximum Amount to be registered	Proposed maximum offering price per share(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee(1)
<S>	<C>	<C>	<C>	<C>
Common Stock, \$.0001 par value	750,000 shares	\$23.50 - \$39.64	\$27,095,952	\$7,153.33

</TABLE>

(1) Pursuant to Rule 457(c) and (h)(1), based on (i) the average (\$39.64) of the high (\$42.03) and low (\$37.25) sales prices of the registrant's common stock on July 26, 2000, as reported on the Nasdaq National Market; and (ii) the average option price (\$23.50) for shares available for issuance upon exercise of outstanding options granted under the Stock Incentive Plan of Software Architects International, Limited (as amended)(163,200 shares).

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

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The following documents filed by Clarus Corporation (the "Company") with the Securities and Exchange Commission (the "Commission") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference:

(a) The Company's Annual Report on Form 10-K and Form 10-K/A for the fiscal year ended December 31, 1999, filed with the Commission on March 30, 2000, and April 28, 2000, respectively;

(b) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000, filed with the Commission on May 15, 2000;

(c) The Company's Current Reports on Form 8-K, filed with the Commission on January 6, 2000, March 20, 2000, June 12, 2000 and June 13, 2000, respectively;

(d) The description of the Company's Common Stock, \$.0001 par value, contained in the Company's Registration Statement on Form 8-A filed pursuant to Section 12(g) of the Exchange Act, including any amendment or report filed for the purpose of updating such description; and

(e) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the date of the document referred to in (a), above.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

#### Item 4. Description of Securities.

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Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

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The legality of the securities offered hereby has been passed upon by the firm of Womble Carlyle Sandridge & Rice, PLLC, counsel to the Company. Members of the firm hold approximately 3,000 shares of Common Stock.

#### Item 6. Indemnification of Directors and Officers.

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The Restated Bylaws of the Company (the "Restated Bylaws") and the Restated Certificate of Incorporation (the "Restated Certificate") of the Company provide that the directors and officers of the Company shall be indemnified by the Company to the fullest extent authorized by Delaware law, as it now exists or may in the future be amended, against all expenses and liabilities reasonably incurred in connection with service for or on behalf of the Company. Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended (the "Securities Act"), may be permitted to directors, officers and controlling persons of the Company pursuant to the Restated Bylaws, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. The Company has obtained insurance which insures the directors and officers of the Company against certain losses and which insures the Company against certain of its obligations to indemnify such directors and officers. In addition, the Restated Certificate of the Company provides that the directors of the Company will not be personally liable for monetary damages to the Company for breaches of their fiduciary duty as directors, unless they violated their duty of loyalty to the Company or its

stockholders, acted in bad faith, knowingly or intentionally violated the law, authorized illegal

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dividends or redemptions or derived an improper personal benefit from their action as directors. Such limitations of personal liability under the Delaware Business Corporation law do not apply to liabilities arising out of certain violations of the federal securities laws. While non-monetary relief such as injunctive relief, specific performance and other equitable remedies may be available to the Company, such relief may be difficult to obtain or, if obtained, may not adequately compensate the Company for its damages.

There is no pending litigation or proceeding involving any director, officer, employee or agent of the Company where indemnification by the Company will be required or permitted. The Company is not aware of any threatened litigation or proceeding that might result in a claim for such indemnification.

### Item 7. Exemption from Registration Claimed.

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Not applicable.

### Item 8. Exhibits.

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The following exhibits are filed as a part of this Registration Statement:

Number	Description
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4.1	Amended and Restated Certificate of Incorporation of the Company, which is incorporated by reference to Exhibit 3.1 of the Company's Registration Statement on Form S-1 (File No. 333-46685), filed with the Commission on February 23, 1998.
4.2	Amendment to Amended and Restated Certificate of Incorporation of the Company.
4.3	Amended and Restated Bylaws of the Company, which are incorporated by reference to Exhibit 3.2 of the Company's Registration Statement on Form S-1 (File No. 333-46685), filed with the Commission on February 23, 1998.
5	Opinion of Womble Carlyle Sandridge & Rice, PLLC, as to the legality of the Common Stock being registered.
23.1	Consent of Womble Carlyle Sandridge & Rice, PLLC, which is contained in its opinion filed as Exhibit 5.
23.2	Consent of Arthur Andersen LLP.
24	Power of Attorney (included in the signature page to this Registration Statement).
99.1	Stock Incentive Plan of Software Architects International, Limited, as amended, which is incorporated by reference to Exhibit 2.2 of the Company's current report on Form 8-K filed with the Commission on June 13, 2000.
99.2	2000 Declaration of Amendment to Software Architects International, Limited Stock Incentive Plan which is incorporated by reference to Exhibit 2.3 of the Company's current report on Form 8-K filed with the Commission on June 13, 2000.

### Item 9. Undertakings.

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(a) The Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

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- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply

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if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Clarus Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Suwanee, State of Georgia, on this 27th day of July, 2000.

CLARUS CORPORATION

By: /s/ Stephen P. Jeffery

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Stephen P. Jeffery  
Chairman, Chief Executive Officer and President

POWER OF ATTORNEY

Each of the undersigned, being a director and/or officer of Clarus Corporation (the "Company"), hereby nominates, constitutes and appoints Stephen P. Jeffery and Mark D. Gagne, or any one of them severally, to be his true and lawful attorney-in-fact and agent and to sign in his name and on his behalf in any and all capacities stated below, and to file with the Securities and Exchange Commission (the "Commission"), a Registration Statement on Form S-8 (the "Registration Statement") relating to the issuance of certain shares of the common stock, \$.0001 par value, of the Company (the "Common Stock") in connection with the Stock Incentive Plan of Software Architects International, Limited, as amended, and to file any and all amendments, including post-effective amendments, to the Registration Statement, making such changes in the Registration Statement as such attorney-in-fact and agent deems appropriate, and generally to do all such things on his behalf in any and all capacities stated below to enable the Company to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Commission.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
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/s/ Stephen P. Jeffery	Chairman, Chief Executive Officer,	July 27, 2000
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Stephen P. Jeffery	President (Principal Executive Officer) and Director	
/s/ Mark D. Gagne	Chief Operating Officer and Chief	July 27, 2000
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Mark D. Gagne	Financial Officer (Principal Financial and Accounting Officer)	
/s/ Donald L. House	Director	July 27, 2000
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Donald L. House		
/s/ Tench Cox	Director	July 27, 2000
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Tench Cox		
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/s/ Said Mohammadioun	Director	July 27, 2000
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Said Mohammadioun		
/s/ Mark A. Johnson	Director	July 27, 2000
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Mark A. Johnson		
/s/ Norman N. Behar	Director	July 27, 2000
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Norman N. Behar		

EXHIBIT INDEX  
to  
Registration Statement on Form S-8 of  
Clarus Corporation

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EXHIBIT 4.2

CERTIFICATE OF AMENDMENT OF

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION OF

CLARUS CORPORATION

The undersigned, being the Chairman, Chief Executive Officer and President of CLARUS CORPORATION, a Delaware corporation, hereby certifies that:

1.

(a) The name of the Corporation is CLARUS CORPORATION (the "Corporation").

(b) The date of filing the original Certificate of Incorporation of the Corporation with the Secretary of State of Delaware was November 20, 1991.

2.

The following amendment to the Corporation's Certificate of Incorporation was duly adopted by stockholders of the Corporation at the 2000 annual meeting of the Corporation in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware (the "Code"), and written notice of such meeting was given to all stockholders in accordance with Section 222 of the Code.

3.

Article 4 of the Amended and Restated Certificate of Incorporation of the Corporation shall be amended by striking paragraph (a) of Article 4 in its entirety and replacing said paragraph with the following:

This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is 105,000,000 shares, of which 100,000,000 shares are Common Stock, \$.0001 par value per share, and 5,000,000 shares are Preferred Stock, \$.0001 par value per share. The rights and preferences of all outstanding shares of Common Stock shall be identical. The holders of outstanding shares of Common Stock shall have the right to vote on all matters submitted to a vote of the stockholders of the Corporation, on the basis of one vote per share of Common Stock owned.

IN WITNESS WHEREOF, CLARUS CORPORATION, has caused this Certificate to be signed and attested by its duly authorized officers, this 13th day of June, 2000.

CLARUS CORPORATION

By: /s/ Stephen P. Jeffery

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Stephen P. Jeffery, Chairman, Chief  
Executive Officer and President

ATTEST:

/s/ Mark Gagne

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Mark Gagne, Secretary

[CORPORATE SEAL]

EXHIBIT 5

[WOMBLE CARLYLE SANDRIDGE & RICE, PLLC LETTERHEAD]

July 27, 2000

Clarus Corporation  
3950 Johns Creek Court, Suite 100  
Suwanee, Georgia 30024

Re: Registration Statement on Form S-8 with respect to the Stock  
Incentive Plan of Software Architects International, Limited (as  
amended)

Ladies and Gentlemen:

We have served as counsel for Clarus Corporation (the "Company") in connection with its registration under the Securities Act of 1933, as amended, of an aggregate of 750,000 shares of its common stock, no par value (the "Shares"), which are proposed to be offered and sold pursuant to the Stock Incentive Plan of Software Architects International, Limited, as amended (the "Plan"), and pursuant to the Company's Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") with respect to the Shares.

We have reviewed the Company's articles of incorporation and bylaws, each as amended to date, and have examined the originals, or copies certified or otherwise identified to our satisfaction, of corporate records of the Company, including minute books of the Company as furnished to us by the Company, certificates of public officials and of representatives of the Company, statutes and other instruments and documents, as a basis for the opinions hereinafter expressed. In rendering this opinion, we have relied upon certificates of public officials and officers of the Company with respect to the accuracy of the factual matters contained in such certificates. We also have reviewed the Plan and the Registration Statement.

In connection with such review, we have assumed with your permission (1) the genuineness of all signatures; (2) the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as certified or photostatic copies; and (3) the proper issuance and accuracy of certificates of public officials and officers and agents of the Company. In rendering opinions as to future events, we have assumed the facts and law existing on the date hereof.

Based upon the foregoing, and having regard for such legal considerations as we have deemed relevant, we are of the opinion that the Shares have been duly authorized and, when issued and paid for in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

This opinion is limited to the laws of the State of Delaware. This opinion is rendered as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5 to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act, or other rules and regulations of the Commission thereunder.

WOMBLE CARLYLE SANDRIDGE & RICE  
A Professional Limited Liability Company

By: /s/ Elizabeth O. Derrick

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Elizabeth O. Derrick, Member



EXhibit 23.2

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our reports dated January 28, 2000 included in Clarus Corporation (formerly SQL Financials International, Inc.) and Subsidiaries Form 10-K for the year ended December 31, 1999 and to all references to our Firm included in this registration statement.

ARTHUR ANDERSEN LLP

Atlanta, Georgia  
July 26, 2000